



Vindhya Telelinks Limited

Regd. Office: Udyog Vihar, P.O. Chorhata,
Rewa - 486 006 (M.P.), India
Telephone No: (07662) 400400 * Fax No: (07662) 400591
Email: headoffice@vtlrewa.com; Website: www.vtlrewa.com
PAN: AAACV7757J * CIN: L31300MP1983PLC002134
GSTIN: 23AAACV7757J1Z00

VTL/CS/25-26/Reg-30

12 SEP 2025

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers, Dalal Street, Fort,
MUMBAI-400 001

The Manager,
Listing Department,
The National Stock Exchange of India Ltd,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
MUMBAI-400 051

Company's Scrip Code: 517015

Company's Scrip Code: VINDHYATEL

Dear Sir/Madam,

Sub: Proceedings of 42nd Annual General Meeting held on 12th September, 2025

In accordance with the Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the summary of the proceedings of 42nd Annual General Meeting (AGM) of the Company held on 12th September, 2025 at the registered office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.).

The AGM started at 11.30 A.M. and concluded at 1.15 P.M.

This is for your information and records.

Thanking you,

Yours faithfully,
For Vindhya Telelinks Limited

(Dinesh Kapoor)
Company Secretary

Encl: As above



Works: i) Plot No.1, Udyog Vihar, P.O. Chorhata, Rewa-486006(M.P.)
ii) Plot No.1-C & 1-D, Udyog Vihar, P.O. Chorhata, Rewa-486006(M.P.)

VINDHYA TELELINKS LIMITED

SUMMARY OF PROCEEDINGS OF THE FORTY SECOND (42ND) ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, 12TH SEPTEMBER, 2025

The Forty Second (42nd) Annual General Meeting (AGM) of the Members of Vindhya Telelinks Limited ('the Company') was held on 12th September, 2025 at 11.30 A.M. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa – 486 006 (M.P.).

Shri Harsh V. Lodha, Chairman of the Board of Directors took the Chair and presided over the Meeting in accordance with the Article 72 of the Articles of Association of the Company.

Shri Bachh Raj Nahar, Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee was present at the AGM to answer the shareholders' queries.

Shri Y.S. Lodha, Managing Director & CEO, Shri Saurabh Chhajer, Chief Financial Officer and Shri Dinesh Kapoor, Company Secretary of the Company were also present at the AGM. Remaining Directors namely Shri D.R. Bansal, Shri P.S. Dasgupta, Smt. Rashmi Dhariwal, Dr. Aravind Srinivasan and Smt. Srishti Lodha had expressed their inability to attend the AGM due to other prior commitments.

Shri Kishor Kumar Gupta, representative of Messrs R.K. Mishra & Associates, Secretarial Auditor of the Company was also present at the AGM. As per the request made by the Statutory Auditors, an exemption was granted to Messrs BGJC & Associates LLP by the Board of Directors from attending the AGM through its representative.

Total Fifty Three (53) Members and their duly appointed authorised representatives were present in person at the AGM.

Shri Dinesh Kapoor, Company Secretary informed the members that the AGM of the Company has been duly convened in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended and rules framed thereunder, Secretarial Standard on General Meetings (SS-2) issued under Section 118(10) of the Companies Act, 2013.

The Company Secretary further informed the members that the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014; Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013; Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025; Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025; Independent Auditors' Report on the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025; Directors' Report of the Company for the financial year ended 31st March, 2025; Secretarial Audit Report; Memorandum and Articles of Association of the Company; and Register of Members of the Company (in electronic mode) have been kept open for inspection and accessible by the members having a right to attend the Meeting during the continuance of the Meeting.

The Company Secretary also informed the members that in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulations, the Company has provided to its members the facility of Remote e-Voting through Central Depository Services (India) Limited (CDSL) to exercise their right to vote by electronic means on all items of Ordinary and Special Business to be transacted at the AGM. The Remote e-Voting period commenced on 9th September, 2025 at 9:00 A.M. and ended on 11th September, 2025 at 5:00 P.M. Shri Rajesh Kumar Mishra, Company Secretary in Practice or failing him Shri Hemant Singh, Practicing Chartered Accountant were appointed as the Scrutiniser(s) to scrutinise the Remote e-Voting process in a fair and transparent manner.

Shri Harsh V. Lodha, Chairman welcomed the members and their duly appointed authorised representatives who were present in person and called the Meeting to order. The requisite quorum for the Meeting was present at the commencement of the Meeting as well as at the time of consideration of each item of business.

The Chairman apprised the members about the performance of the Company during the financial year 2024-25, recent development on prospective business front, Corporate Social Responsibility (CSR) activities and Environment, Social & Governance (ESG) initiatives taken by the Company.

The Chairman then invited the Members to ask questions, if any, and/or otherwise offer their views/comments on the working of the Company. The queries/comments made by members in the Meeting were duly and satisfactorily replied/addressed by the Management.

The Chairman then proceeded with the business of the Meeting as set out in Notice of the AGM dated 22nd May, 2025.

Shri Harsh V. Lodha, Chairman moved the following Resolution(s) No. 1 to 7 for consideration and approval of the members:

ORDINARY BUSINESS:

Resolution No. 1:

Consideration and adoption of the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Reports of the Board of Directors and Auditors thereon.

“RESOLVED that the audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 and the Reports of the Board of Directors and Independent Auditors thereon, as circulated to the Members and laid before this Meeting, be and are hereby considered and adopted.”

Resolution No. 2:

Consideration and adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Report of Auditors thereon.

“RESOLVED that the audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 and the Report of Independent Auditors thereon, as circulated to the Members and laid before this Meeting, be and are hereby considered and adopted.”

Resolution No. 3:

Declaration of Dividend on Equity Shares for the financial year ended 31st March, 2025.

“RESOLVED that a dividend at the rate of Rs. 16/- (Rupees Sixteen only) per equity share of face value of Rs. 10/- (Rupees Ten only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March, 2025 and the same be paid out of the profits of the Company to those shareholders who are entitled to receive payment of declared dividend and whose names appear on the Company’s Register of Beneficial Owners (as per details furnished by the Depositories in respect of equity shares held in electronic form) and Register of Members as of the close of business hours on 5th September, 2025 or to their Orders or to their Bankers.”

Resolution No. 4:

Retirement by rotation of Shri Dhan Raj Bansal (DIN: 00050612), a Non-Executive Non-Independent Director of the Company, who does not seek re-appointment and not to fill up the vacancy so caused, for the time being.

“RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Dhan Raj Bansal (DIN: 00050612), Non-Executive Non-Independent Director of the Company, who retires by rotation and does not seek re-appointment upon the expiry of his term at this Annual General Meeting, be not re-appointed as a Director of the Company.

FURTHER RESOLVED that the vacancy, so caused on the Board of Directors of the Company, be not filled up for the time being.”

Resolution No. 5:

Appointment of Statutory Auditors of the Company for a term of Five (5) consecutive years.

“RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Messrs V. Sankar Aiyer & Co., Chartered Accountants (Firm Registration No.109208W), be and are hereby appointed as the Statutory Auditors of the Company to hold office for a term of Five (5) consecutive years from the conclusion of this 42nd Annual General Meeting until the conclusion of the 47th Annual General Meeting of the Company to be held in the year 2030, at a remuneration of Rs. 28.50 Lakhs

(Rupees Twenty Eight Lakh Fifty Thousand only) for the Financial Year 2025-26 plus reimbursement of applicable Goods and Services Tax and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively and that the Board of Directors of the Company based on the recommendations of the Audit Committee be and is hereby authorised to fix the remuneration for the subsequent periods during their term as Auditors of the Company.”

SPECIAL BUSINESS:

Resolution No. 6: Ordinary Resolution

Appointment of Secretarial Auditor of the Company for a term of Five (5) consecutive years.

“RESOLVED that pursuant to the provisions of Section 204(1) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and in accordance with the recommendation of the Board of Directors of the Company, Messrs R.K. Mishra & Associates, Company Secretaries in Practice (Unique Identification No. P1991MP039900 and Peer Review Certificate No. 4333/2023) be and are hereby appointed as the Secretarial Auditor of the Company for a term of Five (5) consecutive years to conduct the Secretarial Audit from the Financial Year(s) 2025-26 to 2029-30 on such remuneration and reimbursement of applicable Goods and Services Tax plus actual out-of-pocket/travelling expenses incurred in connection with the Secretarial Audit of the Company as may be determined by the Board of Directors of the Company for each financial year based on recommendation of the Audit Committee.

FURTHER RESOLVED that approval of members be and is hereby accorded to the Board of Directors to avail or obtain from the Secretarial Auditor, such other services or certifications, reports or opinion which the Secretarial Auditor may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit Committee/Board of Directors of the Company.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Resolution No. 7: Ordinary Resolution

Ratification of remuneration of Cost Auditors.

“RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the remuneration of Messrs D. Sabyasachi & Co., Cost Accountants (Registration No. 000369), appointed as the Cost Auditors by the Board of Directors to conduct the audit of the cost accounting

records maintained by the Company for the financial year 2025-26 at Rs. 75,000/- (Rupees Seventy Five Thousand only) plus reimbursement of applicable Goods and Services Tax and actual out of pocket and travelling expenses that may be incurred in connection with audit of cost accounting records of the Company, be and is hereby ratified.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

The facility to cast vote through Ballot/Polling process was made available in respect of all items of the business transacted at the 42nd AGM of the Company for all those members and their duly appointed authorised representatives who were present at the Meeting. Shri Rajesh Kumar Mishra, Company Secretary in Practice and Shri Hemant Singh, Practicing Chartered Accountant, were appointed as Scrutiniser(s) to scrutinise the voting through Ballot/Polling process at the Meeting in fair and transparent manner.

The Chairman ordered for a Poll to be taken at the Meeting on all the above Resolutions forming part of Ordinary and Special Business as set out in Item Nos. 1 to 7 of the Notice of 42nd AGM for the members and their duly appointed authorised representatives who were present at the Meeting. Before commencement of polling, the Chairman requested the Scrutiniser(s) to show the empty Ballot Box to the Members and then lock it appropriately. The Chairman then requested the Members and their duly appointed authorised representatives present in the Meeting to cast their vote(s) and put the Ballot/Polling Papers in the Ballot Box.

After completion of Polling process, the Chairman informed the Members that the results of the voting on each resolution shall be determined by adding the vote cast through Ballot/Polling process conducted at the AGM in favour or against a resolution with the vote cast legally through Remote e-Voting in favour or against the same resolution. Based on consolidated Scrutiniser’s Report, Shri Y.S. Lodha, Managing Director & CEO, failing him Shri Dinesh Kapoor, Company Secretary have been duly authorised by the Chairman to declare the combined results of Remote e-Voting and vote cast through Ballot/Polling process conducted at the Meeting within two working days at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa – 486 006 (M.P.).

The results of voting shall be duly intimated to the Stock Exchanges where the Company’s Equity Shares are listed and shall also be placed on the website of the Company and CDSL immediately after the declaration of result by the person duly authorized in writing by the Chairman. The voting results shall also be displayed on the Notice Board at the Registered Office as well as Corporate Office of the Company.

The Meeting concluded at 1.15 P.M. with a vote of thanks to the Chair.

For **Vindhya Telelinks Limited**

(Dinesh Kapoor)
Company Secretary

Date: 12th September, 2025

Place: Rewa (M.P.)