



VINDHYA TELELINKS LIMITED

CIN: L31300MP1983PLC002134

Registered Office: Udyog Vihar, P.O. Chorhata, Rewa-486 006 (M.P.)
Corporate Office: 5th Floor, Signature Tower III, Tower 'C', Sector 15-II,
N.H-8, Near 32nd Avenue, Gurugram-122001 (Haryana)
Telephone No.: (07662) 400400 • Fax No.: (07662) 400591
E-mail: headoffice@vtlrewa.com • Website: www.vtlrewa.com

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2"), to the extent applicable and other applicable laws, rules and regulations (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), that the Resolutions appended below are proposed to be passed by the Members of Vindhya Telelinks Limited ("Company") by way of Postal Ballot including Remote e-Voting ("e-Voting").

The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from the Depositories as on Friday, February 16, 2024 ("cut-off date").

In compliance with Regulation 44 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and pursuant to the provisions of Section 108, 110 of the Act read with the rules framed thereunder, the Company is pleased to provide the facility of e-Voting to its Members, to enable them to cast their votes electronically instead of returning duly filled Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited, ("CDSL") as its agency for providing e-Voting facility to the Members of the Company.

Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Postal Ballot Form, record their assent ('for') or dissent ('against') in the Postal Ballot Form and return the same in original duly completed in the self-addressed postage pre-paid business reply envelope, so as to reach the Scrutiniser not later than the close of business hours at 5.00 P.M. on Thursday, March 21, 2024. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms received post 5.00 P.M. on Thursday, March 21, 2024 and onwards will be treated as 'invalid'.

The period of voting through Postal Ballot and e-Voting shall commence on Wednesday, February 21, 2024 from 9.00 A.M. (IST) and end on Thursday, March 21, 2024 at 5.00 P.M. (IST). The e-Voting module shall be disabled for voting thereafter. Members desiring to opt for e-Voting are requested to follow the procedure as stated in Notes to this Postal Ballot Notice read together with instructions given thereunder.

Kindly note that while exercising their votes, Members of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-Voting. Further, members cannot exercise their vote by proxy. The last date for receipt of duly completed Postal Ballot Form or e-Voting i.e. Thursday, March 21, 2024, shall be the date on which the resolution(s) would be deemed to be passed, if approved by requisite majority.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the governing rules framed thereunder, if any, setting out all material facts relating to the proposed Resolutions is annexed hereto for your consideration which forms an integral part of this Postal Ballot Notice.

SPECIAL BUSINESS:**Item No. 1:****Appointment of Shri Bachh Raj Nahar (DIN: 00049895) as a Non-Executive Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read together with the Rules framed thereunder, Regulation 17, 25(2A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company and in consonance with the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, Shri Bachh Raj Nahar (DIN: 00049895), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years with effect from April 1, 2024 to March 31, 2029.

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

Item No. 2:**Continuation of directorship of Shri Bachh Raj Nahar (DIN: 00049895) as a Non-Executive Independent Director of the Company, on attaining the age of seventy five (75) Years during the tenure of his appointment.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED that pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Regulations) 2015 and other applicable provisions, if any, of the said Regulations as well as that of the Companies Act, 2013 including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force and subject to such other approvals as may be necessary in this regard, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Shri Bachh Raj Nahar (DIN: 00049895), as a Non-Executive Independent Director of the Company from the day he attains the age of seventy five (75) years on June 14, 2026 till the completion of his first term of consecutive five (5) years i.e. March 31, 2029.

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

Item No. 3:**Appointment of Dr. Aravind Srinivasan (DIN: 00088037) as a Non-Executive Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read together with the Rules framed thereunder, Regulation 17, 25(2A) and applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company and in consonance with the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, Dr. Aravind Srinivasan (DIN: 00088037), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years with effect from April 1, 2024 to March 31, 2029.

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

Item No. 4:**Increase in the Borrowing Limit of the Company.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED that in supersession of the special resolution passed by the Members of the Company through Postal Ballot on May 22, 2018, save as respect things done or omitted to be done before such supersession, and pursuant to the provisions of Section(s) 180(1)(c), 180(2) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force read together with Articles of Association of the Company and subject to any other approval, if so required, consent/approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money from time to time and in any manner, whether as rupee loans/credit facilities, foreign currency loans/credit facilities, debentures, bonds and/or other instruments, inter-corporate deposits and/or deposits or borrowings in any other form and/or non-fund based facilities for the purpose of business of the Company and upon such terms and conditions, with or without security, as the Board of Directors may in its absolute discretion think fit, notwithstanding that the money to be borrowed together with monies already borrowed by the Company (apart from temporary loans as defined in Explanation to Section 180(1)(c) of the Companies Act, 2013, obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed at any time the aggregate of the paid-up share capital of the Company, its free reserves and security premium, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 5500 Crores (Rupees Five Thousand Five Hundred Crores) Only.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds, matters and things as also to sign and execute all such documents, agreements, undertakings, deeds, application, instruments and writings, etc. for and on behalf of the Company as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/or any member of such Committee or Managing Director or any Director or any other Officer of the Company or any other person in

accordance with applicable provisions of the Companies Act, 2013 and rules framed thereunder including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force.”

Item No. 5:

Creation of security on the Assets of the Company upto increased borrowing limit.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED that in supersession of the special resolution passed by the Members of the Company through Postal Ballot on May 22, 2018, save as respect things done or omitted to be done before such supersession, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, consent/approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to create and/or modify such mortgages, charges, hypothecations, pledges and other securities in addition to the existing mortgages, charges, hypothecations, pledges and securities created by the Company, on all or any of the immovable and movable properties or such other assets of the Company, wheresoever situate, both present and future, and the whole or any part of the undertaking of the Company together with powers to take over the management of the business and concern of the Company in certain events, in such manner as the Board of Directors may deem fit, to or in favour of all or any of the financial institutions/banks/lenders/any other investing agencies and trustees for the holders of debentures/bonds/other financial instruments which may be issued to and subscribed by all or any of the financial institutions/banks/ lenders/ other investing agencies or any other person(s)/bodies corporate by private placement or otherwise, to secure rupee/foreign currency loans as well as credit facilities and/or the issue of debentures, bonds or other financial instruments or inter corporate deposits or any other form of borrowings (hereinafter collectively referred to as “Loans”), provided that the total amount of Loans together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the arrangements entered into/to be entered into by the Company in respect of which such mortgages, charges, hypothecations, pledges and other securities created / to be created, shall not, at any time exceed the limit of Rs. 5500 Crores (Rupees Five Thousand Five Hundred Crores) Only.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised and shall always be deemed to have been so authorised to decide on all matters and finalise with the aforesaid parties or any of them, the documents. Agreements, deeds, undertakings for creating the aforesaid mortgages, charges, hypothecations, pledges or securities and to accept or make any alterations, changes, variations to or in the terms and conditions and to do all such acts, deeds, matters and things as also to sign and execute all such documents, agreements, deeds, application, undertakings, instruments and writings, etc. for and on behalf of the Company as may be required and on such terms and conditions as it may consider necessary and expedient in its absolute discretion and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/or any member of such Committee or Managing Director or any Director or any other officer of the Company or any other person in accordance with applicable provisions of the Companies Act, 2013 and rules framed thereunder including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force.”

Registered Office:

Udyog Vihar,
P.O. Chorhata,
Rewa - 486 006 (M.P.)

February 9, 2024

By Order of the Board
For Vindhya Telelinks Limited

(Dinesh Kapoor)
Company Secretary

NOTES FOR MEMBERS' ATTENTION

1. The Board of Directors of the Company at its Meeting held on February 9, 2024, has approved the issuance of this Postal Ballot Notice and it will also be available on the Company's website at www.vtlrewa.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL i.e. www.evotingindia.com.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories, unless any Member has submitted a written request for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode along with a self-addressed postage pre-paid business reply envelope.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up equity share capital of the Company as on Friday, February 16, 2024 ("cut-off date"). Only those Members whose names are recorded in the Register of Members/ List of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-Voting.
4. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form or in case a Member is desirous of obtaining a duplicate Postal Ballot Form may, download the Postal Ballot Form from the Company's website, www.vtlrewa.com and send the duly completed and signed Postal Ballot Form so as to reach the Scrutiniser on or before 5.00 P.M. on Thursday, March 21, 2024. A person who becomes a member after the cut-off date should treat this notice for information purposes only.
5. Members who have not registered their e-mail address are requested to register the same in respect of equity shares held in demat form with the respective Depository through the concerned Depository Participant(s). Members who hold shares in physical form are requested to register their e-mail address by sending duly filled in Form ISR-1 along with requisite documents to the Registrar and Share Transfer Agents (RTA) of the Company - Messrs Link Intime India Pvt. Ltd. (e-mail: rnt.helpdesk@linkintime.co.in). For the sake of convenience of Members, Form ISR-1 is made available on the website of RTA, www.linkintime.co.in as well as on the Company's website, www.vtlrewa.com.
6. Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or e-Voting. In case Members cast their votes through both the modes, valid voting done by e-Voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
7. The Board of Directors has appointed Shri Rajesh Kumar Mishra (Certificate of Practice No. 4433), Partner, R.K. Mishra & Associates, Company Secretaries in whole time practice, failing him Shri Hemant Singh (Membership No. 413866), Practising Chartered Accountant, as the Scrutiniser(s) for conducting the Postal Ballot including e-Voting process, in a fair and transparent manner. The Scrutiniser's decision on the validity of the Postal Ballot / e-Voting shall be final.
8. The Scrutiniser will submit his report, after the completion of scrutiny of the Postal Ballot Forms including e-Voting, to the Chairman of the Company or to any other person authorised by him in writing, who shall countersign the same. The results of the Postal Ballot including e-Voting shall be declared on or before Saturday, March 23, 2024 at the Registered Office of the Company and will be displayed on the Company's website, www.vtlrewa.com and will also be communicated to the Stock Exchanges where the equity shares of the Company are listed as well as to CDSL. The Company will also display the result of the Postal Ballot at its Registered Office as well as Corporate Office.
9. Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to authorise their representatives for the purpose of voting are required to send a certified copy of the Board Resolution/Authorisation, etc. authorising their representatives to vote on their behalf to the Scrutiniser by e-mail at rkmaoffice@gmail.com and to the Company at investorgrievance@vtlrewa.com with a copy marked to helpdesk.evoting@cdslindia.com.

10. The relevant details of Directors seeking appointment pursuant to Regulation 36(3) of the Listing Regulations and SS-2 are also annexed as an Annexure which forms an integral part of the Postal Ballot Notice.
11. All relevant documents referred to in this Postal Ballot Notice will be available for inspection electronically on any working day excluding Saturday and Sunday until the last date and time for receipt of duly completed Postal Ballot Form or e-Voting. Members seeking to inspect such documents can send an e-mail to investorgrievance@vtlrewa.com.
12. **INSTRUCTIONS TO MEMBERS FOR E-VOTING ARE AS UNDER:**

- (i) Pursuant to SEBI Master Circular dated July 11, 2023 read with Regulation 44 of the Listing Regulations, the Company is pleased to provide e-Voting facility to its members, in respect of all resolutions proposed to be considered through the Postal Ballot. In order to increase the efficiency of the voting process, e-Voting facility is provided to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-Voting service providers (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.
- (ii) The e-Voting period shall commence on Wednesday, February 21, 2024 at 9.00 A.M. (IST) and ends on Thursday, March 21, 2024 at 5.00 P.M. (IST). During this period, Members of the Company holding shares either in physical form or in demat form as on the cut-off date i.e. February 16, 2024, may cast their votes electronically. The e-Voting facility will be disabled by CDSL thereafter and will not be allowed beyond the said date and time. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of Individual members holding shares in demat form.

- (iii) Individual members holding shares in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participants. The Individual Members are advised to update their mobile number and e-mail address in their demat accounts in order to access e-Voting facility.

Login method for e-Voting for Individual members holding shares in demat form (CDSL/NSDL) is given below:

Type of Members	Login Method
Individual members holding shares in demat form with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select My Easi New (Token) Tab.</p> <p>2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/home/login.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on https://www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual members holding shares in demat form with NSDL</p>	<p>1) If the user is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. The user will have to enter their User ID and Password. After successful authentication, the user will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and the user will be able to see e-Voting page. Click on Company name or e-Voting service provider name and the user will be re-directed to e-Voting service provider website for casting their vote during the e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” section. A new screen will open. The user will have to enter their User ID (i.e. their sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, the user will be redirected to NSDL Depository site wherein the user can see e-Voting page. Click on Company name or e-Voting service provider name and the user will be redirected to e-Voting service provider website for casting their vote during the e-Voting period.</p>
<p>Individual members (holding shares in demat form) login through their Depository Participants</p>	<p>The user can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, the user will be able to see e-Voting option. Once the user click on e-Voting option, they will be redirected to NSDL/CDSL Depository site after successful authentication, wherein they can see e-Voting feature. Click on Company name or e-Voting service provider name and the user will be redirected to e-Voting service provider website for casting their vote during the e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual members holding shares in demat form for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual members holding shares in demat form with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 22 55 33.
Individual members holding shares in demat form with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at given numbers: 022 - 4886 7000 and 022 - 2499 7000.

Step 2: Access through CDSL e-Voting system in case of members holding shares in physical form and non-individual members (i.e. other than Individuals, HUF, NRI etc.) holding shares in demat form.

(iv) Login method for e-Voting for **members holding shares in physical form and members other than individual members holding shares in demat form.**

- 1) The Members should log on to the e-Voting website <https://www.evotingindia.com>.
- 2) Click on “Shareholders/Members” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If the member is holding shares in demat form and had logged on to <https://www.evotingindia.com> and voted on an earlier e-Voting of any company, then their existing password is to be used.
- 6) If the member is a first-time user follow the steps given below:

Particulars	For members holding shares in physical form and other than individual members holding shares in demat form.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat account holders as well as members holding shares in physical form). <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (viii) Click on the EVSN for **“Vindhya Telelinks Limited”**
- (ix) On the voting page, the member will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that the member assent to the Resolution and option NO implies that the member dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if the member wish to view the entire Resolution details.
- (xi) After selecting the resolution, the member has decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If the member wish to confirm their vote, click on “OK”, else to change their vote, click on “CANCEL” and accordingly modify their vote.
- (xii) Once the member “CONFIRM” their vote on the resolution, they will not be allowed to modify their vote.
- (xiii) The member can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non-Individual Members and Custodians for e-Voting only.**
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.cdslindia.com> and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote should be uploaded in PDF format in the system for the Scrutiniser to verify the same.
 - Alternatively, Non-Individual Members and Custodians are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, by e-mail to the Scrutiniser at rkmaoffice@gmail.com and to the Company at investorgrievance@vtlrewa.com, if they have not uploaded the same in the CDSL e-Voting system for the Scrutiniser to verify the same.

PROCESS FOR THOSE MEMBERS WHOSE E-MAIL ADDRESS/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

For Members holding shares in physical form	Members are requested to register their e-mail address/mobile number by sending duly filled in Form ISR-1 along with requisite documents to the Registrar and Share Transfer Agents (RTA) of the Company - Messrs Link Intime India Pvt. Ltd. (e-mail: rnt.helpdesk@linkintime.co.in). Form ISR-1 is made available on the website of RTA, www.linkintime.co.in as well as on the Company's website, www.vtlrewa.com .
For Members (other than Individual) holding shares in demat form	Please update your e-mail address & mobile number with your respective Depository Participant (DP).
For Individual members holding shares in demat form	Please update your e-mail address & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If the Members have any queries or issues regarding e-Voting from the CDSL e-Voting System, they can write an e-mail to helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call at Toll Free No. 1800 22 55 33.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

The following Statement set out all material facts relating to the Special Business mentioned in the accompanying Postal Ballot Notice ("Notice"):

Item No. 1:

The Board of Directors of the Company, based upon the recommendations of the Nomination and Remuneration Committee, in its meeting held on February 9, 2024 and pursuant to the provisions of Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with the Articles of Association of the Company, has recommended the appointment of Shri Bachh Raj Nahar (DIN: 00049895) as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years with effect from April 1, 2024 to March 31, 2029, for the approval of the members of the Company.

In accordance with the provisions of Section 150 read with Schedule IV of the Act, the appointment of an Independent Director requires approval of the members of the Company. Further, in accordance with the provisions of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director shall be subject to the approval of Members by way of a Special Resolution.

However, pursuant to first proviso to Regulation 25(2A) of the Listing Regulations, if a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution, and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of an Independent Director shall be deemed to have been made under Regulation 25(2A) of the Listing Regulations. In view thereof, the approval of the Members for appointment of Shri Bachh Raj Nahar as an Independent Director is being sought by way of a Special Resolution read together with and subject to provisions of Regulation 25(2A) of the Listing Regulations as stated above.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

The Company has received the following documents in writing from Shri Bachh Raj Nahar:

- (a) Consent to act as a Non-Executive Independent Director of the Company.
- (b) Declarations to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.
- (c) Declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.
- (d) Declaration to the effect that he is not debarred from holding the office of director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Shri Bachh Raj Nahar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Shri Bachh Raj Nahar has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Brief profile and additional information in respect of Shri Bachh Raj Nahar including nature of expertise and shareholding in the Company, etc. are given in Annexure to this Postal Ballot Notice, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose, reimbursement of expenses for participating in the Board and other meetings as may be decided by the Board from time to time. In addition, compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) may also be paid as the Nomination and Remuneration Committee and the Board of Directors of the Company approve from time to time within the overall limit as prescribed or as may be permissible from time to time with regard to remuneration to the Non-Executive Directors including Independent Directors of the Company.

In the opinion of the Board, Shri Bachh Raj Nahar fulfils the conditions for appointment as an Independent Director as specified in the Act read with the Rules framed thereunder and the Listing Regulations and such other applicable laws/regulations for the time being in force. The Nomination and Remuneration Committee and the Board of Directors are of the view that Shri Bachh Raj Nahar is a person of integrity and possesses appropriate skills, qualifications, knowledge and expertise in areas of Business Strategy, Corporate Governance, Corporate Finance, Project and Risk Management with extensive experience in holding senior positions for four decades in many large body corporates aligned with the desired attributes, role, skills and capabilities identified by the Nomination and Remuneration Committee. Having regard to the skills, qualifications, knowledge and vast experience of Shri Bachh Raj Nahar, his appointment as an Independent Director will be in the best interest of the Company and shall add value to the Corporate Governance standards of the Company. Accordingly, the Board of Directors recommends the said Special Resolution as set out at Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

Copy of the draft letter of appointment of Shri Bachh Raj Nahar setting out the terms and conditions of appointment is available on the website of the Company, www.vtlrewa.com and shall also be available for inspection by the members electronically without any fee.

Save and except Shri Bachh Raj Nahar, none of the Directors or Key Managerial Personnel (KMP) of the Company, either directly or through their relatives is, in any way, concerned or interested, whether financially or otherwise, in the said Resolution.

Item No. 2:

In accordance with the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Shri Bachh Raj Nahar will be attaining the age of seventy-five (75) years on June 14, 2026 i.e. during his tenure as recommended in Item No. 1 of the accompanying Notice. Considering the qualifications, skills, excellent track record and extensive experience of Shri Bachh Raj Nahar who has held senior positions in many large body corporates for four decades, the Nomination and Remuneration Committee as well as the Board of Directors recommend the said Special Resolution set out at Item No. 2 of the accompanying Notice for the approval of the Members of the Company, for continuation of his directorship from the day he attains the age of 75 years till the completion of his first term of consecutive five (5) years i.e. March 31, 2029 as a Non-Executive Independent Director of the Company.

Save and except Shri Bachh Raj Nahar, none of the Directors or Key Managerial Personnel (KMP) of the Company, either directly or through their relatives is, in any way, concerned or interested, whether financially or otherwise, in the said Resolution.

Item No. 3:

The Board of Directors of the Company, based upon the recommendations of the Nomination and Remuneration Committee, in its meeting held on February 9, 2024 and pursuant to the provisions of Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with the Articles of Association of the Company, has recommended the appointment of Dr. Aravind Srinivasan (DIN: 00088037) as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years with effect from April 1, 2024 to March 31, 2029, for the approval of the members of the Company.

In accordance with the provisions of Section 150 read with Schedule IV of the Act, the appointment of an Independent Director requires approval of the members of the Company. Further, in accordance with the provisions of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director shall be subject to the approval of Members by way of a Special Resolution. However, pursuant to first proviso to Regulation 25(2A) of the Listing Regulations, if a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution, and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of an Independent Director shall be deemed to have been made under Regulation 25(2A) of the Listing Regulations. In view thereof, the approval of the Members for appointment of Dr. Aravind Srinivasan as an Independent Director is being sought by way of a Special Resolution read together with and subject to provisions of Regulation 25(2A) of the Listing Regulations as stated above.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

The Company has received the following documents in writing from Dr. Aravind Srinivasan:

- (a) Consent to act as a Non-Executive Independent Director of the Company.
- (b) Declarations to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.
- (c) Declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.
- (d) Declaration to the effect that he is not debarred from holding the office of director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Dr. Aravind Srinivasan has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Dr. Aravind Srinivasan has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Brief profile and additional information in respect of Dr. Aravind Srinivasan including nature of expertise and shareholding in the Company, etc. are given in Annexure to this Postal Ballot Notice, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose, reimbursement of expenses for participating in the Board and other meetings as may be decided by the Board from time to time. In addition, compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) may also be paid as the Nomination and Remuneration Committee and the Board of Directors of the Company approve from time to time within the overall limit as prescribed or as may be permissible from time to time with regard to remuneration to the Non-Executive Directors including Independent Directors of the Company.

In the opinion of the Board, Dr. Aravind Srinivasan fulfils the conditions for appointment as an Independent Director as specified in the Act read with the Rules framed thereunder and the Listing Regulations and such other applicable laws/regulations for the time being in force. The Nomination and Remuneration Committee and the Board of Directors are of the view that Dr. Aravind Srinivasan is a person of integrity and possesses adequate skills, qualifications, knowledge and wide experience in the areas of Business Management, good understanding of strategic planning, risk management and leadership qualities aligned with the desired attributes, role, skills and capabilities identified by the Nomination and Remuneration Committee. Having regard to the skills, qualifications, knowledge and vast experience of Dr. Aravind Srinivasan, his appointment as an Independent Director will be in the best interest of the Company and shall add value to the existing Board of the Company. Accordingly, the Board of Directors recommends the said Special Resolution as set out at Item No. 3 of the accompanying Notice for the approval of the Members of the Company.

Copy of the draft letter of appointment of Dr. Aravind Srinivasan setting out the terms and conditions of appointment is available on the website of the Company, www.vtlrewa.com and shall also be available for inspection by the members electronically without any fee.

Save and except Dr. Aravind Srinivasan, none of the Directors or Key Managerial Personnel (KMP) of the Company, either directly or through their relatives is, in any way, concerned or interested, whether financially or otherwise, in the said Resolution.

Item No. 4:

The Members of the Company accorded their consent by way of passing a Special Resolution through Postal Ballot on May 22, 2018 under Section 180(1)(c) of the Companies Act, 2013 to borrow monies, apart from the temporary loans (as more specifically defined in Explanation to Section 180(1)(c) of the Companies Act, 2013 i.e. loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and

the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital, free reserves and security premium of the Company, upto an amount not exceeding in aggregate Rs. 4500 Crores (Rupees Four Thousand Five Hundred Crores) Only and outstanding at any time.

In order to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to ensure optimal financial structure, interalia, to meet the capital expenditure requirements and long term financing for other corporate purposes besides incremental working capital needs from time to time for envisaged growth in business activities, it is considered desirable to increase the Company's existing borrowing limit from Rs. 4500 Crores (Rupees Four Thousand Five Hundred Crores) Only to Rs. 5500 Crores (Rupees Five Thousand Five Hundred Crores) Only as proposed in the resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company, either directly or through their relatives is, in any way, concerned or interested, whether financially or otherwise, in the said Resolution.

The Board therefore recommends the Special Resolution as set out at Item No. 4 of the accompanying Notice for consent/approval of the Members of the Company.

Item No. 5:

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a public company cannot, except with the consent of the members of the Company by way of a Special Resolution in General Meeting, create mortgages, charges, hypothecations, pledges and other securities in order to secure borrowings, in favour of all or any of the financial institutions /banks/lenders/any other investing agencies or any other person(s)/bodies corporate and trustees for the holders of debentures/ bonds/other financial instruments which may be issued to and subscribed by all or any of the financial institutions/banks/lenders/other investing agencies or any other person(s)/bodies corporate by private placement or otherwise. Accordingly, the Members of the Company accorded their consent to the Board of Directors by way of a Special Resolution passed through Postal Ballot on May 22, 2018 to create mortgages/charges/hypothecations/other securities on the assets of the Company in order to secure such borrowings upto an amount of Rs. 4500 Crores (Rupees Four Thousand Five Hundred Crores) Only.

With the proposed enhancement in the borrowings limit of the Company from Rs. 4500 Crores to Rs. 5500 Crores together with temporary loans and other credit facilities obtained/to be obtained from Company's bankers in the ordinary course of business may, if necessary, be secured by way of mortgage/ charge/ hypothecation/ pledge on the Company's assets in favour of all or any of the financial institutions/banks/ lenders/any other investing agencies and trustees for the holders of debentures/bonds/other financial instruments existing and/or which may be issued to and subscribed by all or any of the financial institutions/banks/lenders/other investing agencies or any other person(s)/bodies corporate by private placement or otherwise, it is necessary to pass a special resolution by the members of the Company under Section 180(1)(a) of the Companies Act, 2013 including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force, for creation of mortgages, charges, hypothecations, pledges and/or other securities for an amount not exceeding the limit of Rs. 5500 Crores (Rupees Five Thousand Five Hundred Crores) Only.

None of the Directors or Key Managerial Personnel (KMP) of the Company, either directly or through their relatives is, in any way, concerned or interested, whether financially or otherwise, in the said Resolution.

The Board therefore recommends the Special Resolution as set out at Item No. 5 of the accompanying Notice for consent/approval of the Members of the Company.

ANNEXURE TO THE POSTAL BALLOT NOTICE DATED FEBRUARY 9, 2024

**Disclosures/additional information pertaining to Directors seeking Appointment
[In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India]**

Name of Director	Shri Bachh Raj Nahar	Dr. Aravind Srinivasan
DIN	00049895	00088037
Date of Birth & Age	June 14, 1951 Age : 73 years	September 16, 1969 Age : 55 years
Nationality	Indian	Indian
Date of First Appointment on the Board of Directors of the Company	Not Applicable	Not Applicable
Qualifications	1. Bachelor of Commerce (B.COM), University of Rajasthan 2. Chartered Accountant	1. M.B.B.S. and M.S., (Masters in Ophthalmology) from The Tamil Nadu Dr. MGR Medical University, Chennai 2. M.B.A., from University of Michigan, USA
Experience (including nature of expertise in specific functional areas)/ brief resume	Shri Bachh Raj Nahar has served in diverse fields at senior positions in large corporate houses. He in his last assignment served as the Managing Director of Birla Corporation Limited, the flagship Company of the MP Birla Group. He was holding senior positions in many large bodies' corporates for four decades. Business world magazine had identified him as the most valuable CEO among India's mid-size Cement Companies at its issue dated November 29, 2010. He was an Executive President of Vikram Ispat, a unit of Grasim Industries Limited. He was an Executive Director of the Essar group, Mumbai, one of the largest diversified business houses in India.	Dr. Aravind Srinivasan serves as the Professor of Ophthalmology and Chief Medical Officer of Aravind Eye Hospital & Postgraduate Institute of Ophthalmology, Chennai, Tamil Nadu run by the Govel Trust – non-profit Public Charitable Trust. He also serves as a Trustee of Govel Trust and Secretary of Aurolab Trust that manufactures a wide range of high quality ophthalmic consumables such as intraocular lenses, surgical sutures, pharmaceutical products, surgical blades and Equipment. Having worked in the medical field, he had a passion for management. In the year 2000, he did his MBA with specialization in strategy from the University of Michigan, Ann Arbor, USA. Dr. Srinivasan is a high-volume cataract surgeon. In a non-clinical capacity, he is involved in innovations and execution at Aravind Eye Hospital. He is building Aravind's new projects and ensuring growth in service care delivery. Dr. Srinivasan is one of the resource persons at Indian Institute of Management and Indian School of Business and also a mentor for MBA students of B School students from the USA and Netherlands through projects at AECS.
Number of Shares held in the Company including shareholding as a beneficial owner	Nil (Mili Capital Management Private Limited in which he is a Director/Shareholder, holds 4714 No. of Equity Shares in the Company.)	Nil
List of Directorships held in other companies*	Listed Companies: (i) Universal Cables Limited (ii) Birla Cable Limited Unlisted Companies: (iii) Mili Capital Management Private Limited	Listed Companies: (i) Birla Cable Limited Unlisted Companies: (ii) Ahma Healthcare Ventures Private Limited

	(iv) Mili Consultants & Investment Private Limited (v) BRN Commodities and Trading Company Private Limited	(iii) Aurowell Health Systems Private Limited (iv) Southern Hitech Seed and Horticulture Farm Private Limited (v) RCCPL Private Limited
Chairman/Member of the Committees of the Boards of the Companies in which he/she is Director	Universal Cables Limited <ul style="list-style-type: none"> • Risk Management Committee – Member 	Birla Cable Limited <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and Remuneration Committee – Member
Resignation from Listed Entities in the past three (3) years	None	None
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None
Number of Meetings of the Board attended during the year	Not Applicable	Not Applicable
Terms and conditions of appointment	As per the resolution set out in this Notice read with the Explanatory Statement hereto.	
Skills and capabilities required for the role of an Independent Director	<ul style="list-style-type: none"> • Understanding of organisational systems and regulatory environment. • Strategic planning and risk management. • Functional and Managerial experience. • Corporate Governance. • Personal Values and Leadership. • Integrity and ethical standards. 	
Manner in which the proposed person meets such skills and capabilities	Please refer to the Explanatory Statement forming part of this Notice.	
Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	Shri Bachh Raj Nahar and Dr. Aravind Srinivasan shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose, reimbursement of expenses for participating in the Board and other meetings as may be decided by the Board from time to time. In addition, compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) may also be paid as the Nomination and Remuneration Committee and the Board of Directors of the Company approve from time to time within the overall limit as prescribed or as may be permissible from time to time with regard to remuneration to the Non-Executive Directors including Independent Directors of the Company.	

(*) Number of other Directorships excludes directorships in foreign bodies corporate, companies incorporated under Section 8 of the Companies Act, 2013 and LLP's besides trustees/membership of Managing Committees of various trusts and other bodies/chambers.

Registered Office:

Udyog Vihar,
P.O. Chorhata,
Rewa - 486 006 (M.P.)

By Order of the Board
For Vindhya Telelinks Limited

(Dinesh Kapoor)
Company Secretary

February 9, 2024



VINDHYA TELELINKS LIMITED

CIN: L31300MP1983PLC002134

Registered Office: Udyog Vihar, P.O. Chorhata, Rewa-486 006 (M.P.)
Corporate Office: 5th Floor, Signature Tower III, Tower 'C', Sector 15-II,
N.H-8, Near 32nd Avenue, Gurugram-122001 (Haryana)
Telephone No.: (07662) 400400 • Fax No.: (07662) 400591
E-mail: headoffice@vtlrewa.com • Website: www.vtlrewa.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No.:

- (1) Name and Registered address of sole/first named Shareholder :
- (2) Name(s) of the Joint holder(s), (if any) :
- (3) Registered Folio No./DP & Client ID No. :
- (4) Number of share(s) held :

I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot for Special Business as stated in the Postal Ballot Notice dated February 9, 2024 of the Company by conveying my/our assent or dissent to the said Resolutions by placing the tick (√) mark in the appropriate column below:

Sl. No	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Appointment of Shri Bachh Raj Nahar (DIN: 00049895) as a Non-Executive Independent Director of the Company.			
2.	Continuation of directorship of Shri Bachh Raj Nahar (DIN: 00049895) as a Non-Executive Independent Director of the Company, on attaining the age of seventy-five (75) years during the tenure of his appointment.			
3.	Appointment of Dr. Aravind Srinivasan (DIN: 00088037) as a Non-Executive Independent Director of the Company.			
4.	Increase in the Borrowing Limit of the Company.			
5.	Creation of security on the Assets of the Company upto increased borrowing limit.			

.....
(Signature(s) of the Shareholder(s)/Authorised Representative)

Date :

Place :

Electronic Voting Particulars:

EVSN	USER ID	PASSWORD
240206006		

NOTE: In terms of SEBI Master Circular dated July 11, 2023, "Individual Shareholders holding shares of the Company in demat mode" can cast their vote, by way of single login credentials through their demat accounts/websites of Depositories/ Depository Participants.

INSTRUCTIONS

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutiniser in the enclosed self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by Vindhya Telelinks Limited ("Company"). However, envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. This Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
3. The Postal Ballot shall not be exercised by a Proxy.
4. In case the equity shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall be considered 'invalid'.
6. A Member need not use all his votes nor cast all his votes in the same way.
7. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
9. Notwithstanding anything mentioned elsewhere under these instructions, a Postal Ballot Form shall be considered invalid if:
 - a. It has not been signed by or on behalf of the Member;
 - b. Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company / Depository Participant, as the case may be;
 - c. It is not possible to determine without any doubt the assent or dissent of the Member;
 - d. Neither assent nor dissent is mentioned;
 - e. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - f. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - g. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
 - h. Member has made any amendment to the resolution or imposed any condition while exercising the vote.
10. Duly completed Postal Ballot Form should reach the Scrutiniser not later than the close of business hours at 5.00 P.M (IST) on Thursday, March 21, 2024. The Postal Ballot Forms received post 5.00 P.M. on Thursday, March 21, 2024 and onwards will be treated as 'invalid'.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutiniser.
12. A Member desirous of obtaining a duplicate Postal Ballot Form may, download the Postal Ballot Form from the Company's website, www.vtlrewa.com and send the duly completed and signed Postal Ballot Form so as to reach the Scrutiniser on or before 5.00 P.M. on Thursday, March 21, 2024.
13. The Company is also offering e-Voting facility to its Members, to enable them to cast their votes electronically instead of returning duly filled Postal Ballot Form. Members desiring to opt for e-Voting are requested to follow the procedure as stated in Notes to the Postal Ballot Notice read together with instructions given thereunder.
14. Members of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-Voting. In case Members cast their votes through both the modes, valid voting done by e-Voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
15. The result of the Postal Ballot including e-Voting shall be declared on or before Saturday, March 23, 2024 at the Registered Office of the Company.
16. The Scrutiniser's decision on the validity of Postal Ballot / e-Voting shall be final.



BUSINESS REPLY ENVELOPE

BR Permit No. : MH/BY/NE/BR/238/23-24
Tagore Nagar, P.O., Mumbai - 400 083.



To,
Shri Rajesh Kumar Mishra
Practicing Company Secretary
Scrutinizer
C/o : LINK INTIME INDIA PRIVATE LIMITED
Unit : **VINDHYA TELELINKS LIMITED**
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083.