

R. K. Mishra & Associates

Company Secretaries

Off : Shop No. 8, K.B. Complex, Near Bus Stand, Semariya Chowk, Satna (M.P.) 485001

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REPORT OF THE SCRUTINISER

Ref. [POSTAL BALLOT THROUGH REMOTE E-VOTING] Date

[Pursuant to Sections 108, 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

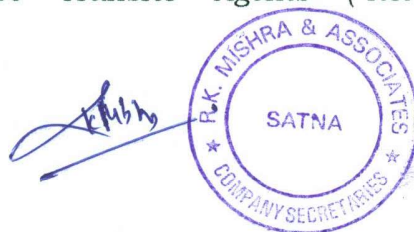
To,

The Chairman
Vindhya Telelinks Limited
Registered Office:
Udyog Vihar,
P.O. Chorhata
REWA-486006 (M.P.)

Sub: Scrutinizer's Report on Remote e-Voting - Postal Ballot Notice Dated 11th November, 2021

Dear Sir,

- I, Rajesh Kumar Mishra, Practicing Company Secretary appointed as Scrutiniser by Vindhya Telelinks Limited ("the Company") for the purpose of scrutinising the Postal Ballot conducted through electronic means by way of Remote e-Voting ("e-voting") in a fair and transparent manner on the resolution set out in the Postal Ballot Notice dated 11th November, 2021 ("Notice"). The Notice was issued in accordance with General Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 read with other relevant circulars, including General Circular No. 10/2021 dated 23rd June 2021, issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA Circulars"), Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other laws, Rules and Regulations as may be applicable, including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time.
- Pursuant to Sections 108, 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Electronic copy of the Notice, inter alia, along with the process of the Remote e-Voting was sent to the shareholders whose names appeared on the Register of Members/List of Beneficial Owners as on Friday, 19th November, 2021 ("Cut-Off Date") as received from the Depositories and whose e-mail addresses were registered with the Company/Registrar and Share Transfer Agents ("RTA") of the Company/Depositories.



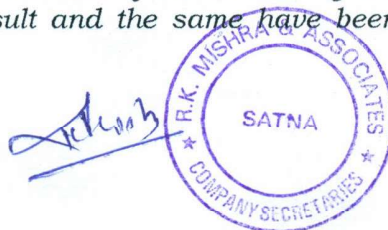
3. The Company has availed the services of Central Depository Services (India) Limited (CDSL) for providing the Remote e-Voting facility to the shareholders of the Company. The Remote e-Voting commenced on Tuesday, the 23rd November, 2021 at 9.00 A.M. (IST) and ended on Wednesday, the 22nd December, 2021 at 5.00 P.M. (IST) and the CDSL Remote e-Voting portal was blocked for voting thereafter.
4. The management of the Company is responsible for ensuring compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) MCA Circulars; and (iii) the Listing Regulations relating to Remote e-Voting on the resolution set out in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting system.
5. My responsibility as a scrutiniser for Remote e-Voting process is restricted to making a Scrutiniser's Report of the votes cast "in favour" or "against" by the members in respect of the resolution contained in the Notice. My report is based on verification of data and reports generated from the e-Voting system provided by Central Depository Services (India) Limited (CDSL) engaged by the Company and papers/ documents furnished to me electronically till the time fixed for closing of the Remote e-Voting process i.e. till 5.00P.M. on 22nd December, 2021.
6. I submit herewith the Scrutiniser's Report on the result of the Remote e-Voting for Postal Ballot, based on the report generated from the e-Voting portal of CDSL, scrutinised on test-check basis, and relied upon by me as under:

Ordinary Resolution- Appointment of Shri Priya Shankar Dasgupta (DIN: 00012552) as a Non-Executive Independent Director of the Company:

Votes In Favour			Votes Against			Invalid Votes*	
No. of members who voted	No. of votes cast	% of total No. of valid votes cast	No. of members who voted	No. of votes cast	% of total No. of valid votes cast	No. of members who voted	No. of votes cast
217	6211500	79.99	33	1553741	20.01	3	1214386

(*) Three Members viz. 3 Societies holding 1214386 number of Equity Shares (having equivalent Votes) have cast their votes through Remote e-Voting on the basis of a Circular Resolution dated 6th December, 2021 passed by the Trustees of such Societies, received by us on 22nd December, 2021. However on the same date, we have received a representation letter with a different resolution passed through Circulation on 16th December, 2021 by the Managing Committee of such Societies.

Since there are two conflicting set of resolutions received from same Societies i.e. one authorising to vote against and another to vote in favour of the resolution contained in the Postal Ballot Notice dated 11th November, 2021 of the Company, we are not in a position to verify the legality, validity, authenticity of both these resolutions and therefore we have not included 1214386 number of Votes cast by the said Societies through Remote e-voting in the voting result and the same have been considered as Invalid Votes.



7. Since the number of votes cast in favour is more than the number of votes cast against the resolutions mentioned in the Notice, I report that the Ordinary Resolutions set out in the Postal Ballot Notice dated 11th November, 2021 has been duly passed by the Members of the Company with requisite majority.
8. In accordance with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India including any modification, amendment or re-enactment thereof for the time being in force, the resolutions are deemed to be passed on Wednesday, the 22nd December, 2021, being the last date fixed for Remote e-Voting by the Company.
9. The electronic data and all other relevant records relating to Remote e-Voting are under my safe custody and will be handed over to Shri Dinesh Kapoor, Company Secretary and Compliance Officer of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot Notice.

The result of voting of Postal Ballot may be declared accordingly.

Thanking you,

Yours faithfully,

**For R.K. Mishra & Associates
(Company Secretaries)**



Rajesh Kumar Mishra

(Partner)

CP No. 4433

FCS No. 5383

Date : 24th December, 2021
Place : Satna
UDIN : F005383C001901904

Countersigned by:

For Vindhya Telelinks Limited

(Dinesh Kapoor)

Company Secretary

Declaration by witness for Postal Ballot through e-Voting

We, the undersigned witnesseth that:

1. The Remote e-Voting result/list was unblocked and downloaded from the CDSL portal (www.evotingindia.com) in our presence at 5.45 P.M. on 22nd December, 2021 after the conclusion of e-voting period of the Postal Ballot.

Witness 1: Shreya Maheshwari
Address:- Behind City Kotwali
Satna (MP)

.....
Shreya

Witness 2: SAKSHI SHRIVASTAVA
ADDRESS: 135, EAST DHAWARI, SATNA
(M.P) 485007

.....
Sakshi

**COUNTERSIGNED BY
For R.K. Mishra & Associates
(Company Secretaries)**



RKM
Rajesh Kumar Mishra
(Partner)
CP No. 4433
FCS No. 5383

Date :24th December, 2021
Place :Satna