

# R.K. MISHRA & ASSOCIATES

Company Secretaries

Shop No. 8 & 9, K.B. Complex, Near Bus Stand, Semariya Chowk, SATNA (M.P.) 485001

CS Rajesh Kumar Mishra

E.: rkmaoffice@gmail.com

M.: 91-9425172829



Ref.

Date.....

## REPORT OF THE SCRUTINISER

### [POSTAL BALLOT INCLUDING REMOTE E-VOTING]

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended]

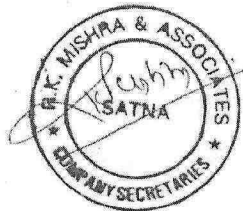
To,

The Chairman  
Vindhya Telelinks Limited  
Udyog Vihar  
P.O. Chorhata  
**REWA-486006 (M.P.)**

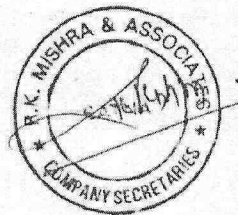
**Sub: Scrutiniser's Report on voting through Postal Ballot including Remote e-Voting – Postal Ballot Notice dated 22<sup>nd</sup> May, 2025**

Dear Sir,

1. I, Rajesh Kumar Mishra, Company Secretary in Practice was appointed as a Scrutiniser by the Board of Directors of Vindhya Telelinks Limited ("the Company") for the purpose of scrutinising the Postal Ballot including Remote e-Voting ("e-Voting") in a fair and transparent manner for the resolutions set out in the Postal Ballot Notice dated 22<sup>nd</sup> May, 2025 ("Postal Ballot Notice"), 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).
2. The Postal Ballot Notice along with Postal Ballot Form was sent through electronic mode to those Members of the Company, 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 had not registered their e-mail addresses, physical copies were sent through permitted mode along with a self-addressed postage pre-paid reply envelope. The voting rights of the Members has been reckoned in proportion to a Member's share of voting rights on the paid-up equity share capital of the Company as on Monday, 7<sup>th</sup> July, 2025 ("cut-off date").



3. In compliance with Regulation 44 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November, 2024 and pursuant to the provisions of Sections 108, 110 of the Act read with the rules framed thereunder, the Company had engaged the services of Central Depository Services (India) Limited, ("CDSL") as its agency for providing e-Voting facility to the Members of the Company to enable them to cast their votes electronically instead of returning duly filled Postal Ballot Form.
4. A Newspaper Advertisement regarding Postal Ballot Notice and e-Voting information was published by the Company on 14<sup>th</sup> July, 2025 in Financial Express (in English) and Dainik Jagran (in Hindi) pursuant to the provisions of the Act and Listing Regulations.
5. The period of voting through Postal Ballot and e-Voting commenced on Monday, 14<sup>th</sup> July, 2025 from 9:00 A.M. (IST) and ended on Tuesday, 12<sup>th</sup> August, 2025 at 5:00 P.M. (IST) and the Remote e-Voting module was disabled by CDSL for voting thereafter.
6. No Physical Postal Ballot Forms have been received till the till the time fixed for receiving the same i.e. close of business hours at 5.00 P.M (IST) on Tuesday, 12<sup>th</sup> August, 2025.
7. The e-Voting result was unblocked and downloaded from the CDSL website, www.evotingindia.com at 5:33 P.M. on 12<sup>th</sup> August, 2025 in the presence of two witnesses who are not in employment of the Company, viz. Ms. Sudepta Shrivastava and Mr. Tushar Bansal. Data regarding e-Voting was diligently scrutinised by me.
8. No vote has been polled on 1501 equity shares lying in unclaimed securities suspense account in respect of which voting rights remain frozen till the rightful owner of such shares claim the shares.
9. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules framed thereunder; (ii) MCA and SEBI Circulars; (iii) the Listing Regulations; and (iv) SS-2 issued by the Institute of Company Secretaries of India relating to the Postal Ballot including Remote e-Voting for the resolutions set out in the Postal Ballot Notice dated 22<sup>nd</sup> May, 2025 issued to the members of the Company. The responsibility of Scrutiniser(s) for the Postal Ballot including Remote e-Voting is restricted to make a Consolidated Scrutiniser's Report of the votes cast "in favour" or "against" the resolution(s) as stated below.
10. Based on report generated from the e-Voting system provided by CDSL, the consolidated report on the results of voting in respect of Ordinary Resolutions as set out in the Postal Ballot Notice dated 22<sup>nd</sup> May, 2025, are given hereunder:



**Resolution No. 1: As an Ordinary Resolution**

**Description of Resolution**

APPOINTMENT OF SMT. SRISHTI LODHA (DIN: 05320669) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY.

Mode of Voting	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
E-Voting	170	6832792	79.86	32	1722813	20.14	0	0
Postal Ballot	0	0	0	0	0	0	0	0
<b>Total</b>	<b>170</b>	<b>6832792</b>	<b>79.86</b>	<b>32</b>	<b>1722813</b>	<b>20.14</b>	<b>0</b>	<b>0</b>

**Resolution No. 2: As an Ordinary Resolution**

**Description of Resolution**

RE-APPOINTMENT OF SHRI Y.S. LODHA (DIN: 00052861) AS THE MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY FOR A FURTHER PERIOD OF FIVE (5) CONSECUTIVE YEARS WITH EFFECT FROM 4<sup>TH</sup> NOVEMBER, 2025 TO 3<sup>RD</sup> NOVEMBER, 2030.

Mode of Voting	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
E-Voting	172	6836999	99.98	18	1431	0.02	0	0
Postal Ballot	0	0	0	0	0	0	0	0
<b>Total</b>	<b>172</b>	<b>6836999</b>	<b>99.98</b>	<b>18</b>	<b>1431</b>	<b>0.02</b>	<b>0</b>	<b>0</b>

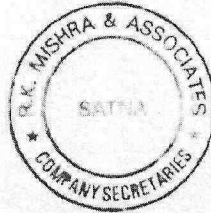
11. In view of the above voting result, I report that the resolutions as set out in Item No. 1 and 2 of the Postal Ballot Notice dated 22<sup>nd</sup> May, 2025 have been duly passed by the Members of the Company with requisite majority since the votes cast in favour of the resolutions exceed the votes cast against the said resolutions.



12. 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 as set out in Item No. 1 & 2 are deemed to be passed on Tuesday, 12<sup>th</sup> August, 2025, being the last date fixed by the Company for Postal Ballot including e-Voting.
13. The voting data and all other relevant records relating to Postal Ballot including e-Voting shall remain in my safe custody and will be handed over to the Company Secretary of the Company for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.

Thanking You,

Yours faithfully,  
For R.K. Mishra & Associates  
(Company Secretaries)



A handwritten signature in black ink, appearing to read "Rajesh Kumar Mishra".

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

Place: Rewa (Madhya Pradesh)  
Date: August 13, 2025

UDIN: F005383G000994283

Countersigned by:  
For Vindhya Telelinks Limited

A handwritten signature in black ink, appearing to read "Dinesh Kapoor".

**(Dinesh Kapoor)**  
Company Secretary  
M. No.: F-6731