

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

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CS Kishor Kumar Gupta

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M.: 91-9827784739

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]

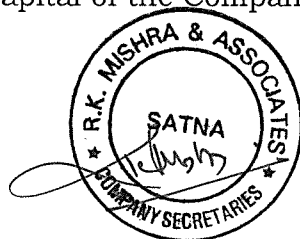
To,

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

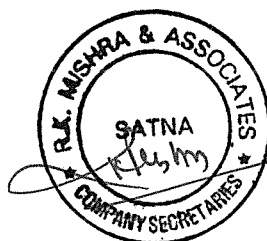
Sub: Scrutiniser's Report on voting through Postal Ballot including Remote e-Voting – Postal Ballot Notice dated February 9, 2024

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 on the resolutions set out in the Postal Ballot Notice dated February 9, 2024 ("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 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 had not registered their e-mail addresses, physical copies were sent by the permitted mode along with a self-addressed postage pre-paid business 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 Friday, February 16, 2024 ("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/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 has engaged 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. The Company has published a Newspaper Advertisement regarding Postal Ballot Notice and e-Voting information on February 20, 2024 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 Wednesday, February 21, 2024 from 9:00 A.M. (IST) and ended on Thursday, March 21, 2024 at 5:00 P.M. (IST).
6. The Physical Postal Ballot Forms received till the time fixed for receiving the same i.e. close of business hours at 5.00 P.M (IST) on Thursday, March 21, 2024 have been considered for my scrutiny after the same were diligently scrutinised by me and reconciled with the records maintained by RTA of the Company as well as the authorisations received from the members of the Company. I did not find any defaced or mutilated Postal Ballot Form.
7. The e-Voting result was unblocked and downloaded from the CDSL website, www.evotingindia.com at 5.17 P.M. on March 21, 2024 in the presence of two witnesses who were not in employment of the Company, viz. Mr. Pushpendra Kumar Kushwaha and Ms. Sudepta Shrivastava. Data regarding the e-Voting was diligently scrutinised by me.
8. No vote has been polled on 1501 equity shares lying in unclaimed suspense account in respect of which voting rights remain frozen till the rightful owner of such shares claim the shares.
9. The particulars of all physical Postal Ballot forms received from the Members and votes cast through electronic means have been entered in the Register separately maintained for the purpose.
10. The management of the Company is responsible for ensuring compliance with the requirements of (i) the Act and the Rules framed thereunder; (ii) MCA and SEBI Circulars; and (iii) the Listing Regulations relating to the Postal Ballot and e-Voting on the resolutions set out in the Notice and (iv) SS-2 issued by the Institute of Company Secretaries of India.
11. My responsibility as a Scrutiniser for the Postal Ballot including e-Voting process is restricted to issue a Scrutiniser's Report of the votes cast "in favour" or "against" by the members in respect of the resolutions contained in the Postal Ballot Notice. My report is based on verification of physical Postal Ballot forms and report generated from the e-Voting system provided by CDSL till the time fixed for receipt of Postal Ballot forms and e-Voting i.e. till 5.00 P.M. on March 21, 2024.
12. I submit herewith the Scrutiniser's Report on the voting result of the Postal Ballot including e-Voting in respect of Resolutions as contained in the Postal Ballot Notice, as hereunder:



Resolution No. 1: As a Special Resolution

Description of Resolution

APPOINTMENT OF SHRI BACHH RAJ NAHAR (DIN: 00049895) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

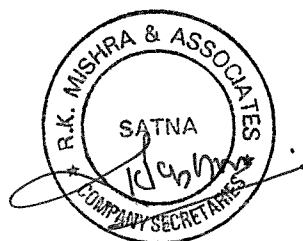
Mode of Voting	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
E-Voting	264	5345647	65.50	41	2815760	34.50	0	0
Postal Ballot	3	1214386	100.00	0	0	0	0	0
Total	267	6560033	69.97	41	2815760	30.03	0	0

Resolution No. 2: As a Special Resolution

Description of Resolution

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.

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	263	5345637	65.50	42	2815770	34.50	0	0
Postal Ballot	3	1214386	100.00	0	0	0	0	0
Total	266	6560023	69.97	42	2815770	30.03	0	0



Resolution No. 3: As a Special Resolution

Description of Resolution

APPOINTMENT OF DR. ARAVIND SRINIVASAN (DIN: 00088037) AS A NON-EXECUTIVE 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	287	5450129	66.78	18	2711278	33.22	0	0
Postal Ballot	3	1214386	100.00	0	0	0	0	0
Total	290	6664515	71.08	18	2711278	28.92	0	0

Resolution No. 4: As a Special Resolution

Description of Resolution

INCREASE IN THE BORROWING LIMIT 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	289	6437360	78.88	16	1724047	21.12	0	0
Postal Ballot	3	1214386	100.00	0	0	0	0	0
Total	292	7651746	81.61	16	1724047	18.39	0	0



Resolution No. 5: As a Special Resolution

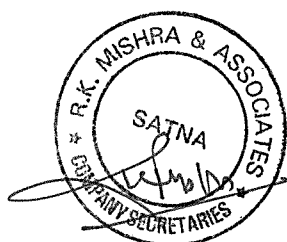
Description of Resolution

CREATION OF SECURITY ON THE ASSETS OF THE COMPANY UPTO INCREASED BORROWING LIMIT.

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	289	6437360	78.88	16	1724047	21.12	0	0
Postal Ballot	3	1214386	100.00	0	0	0	0	0
Total	292	7651746	81.61	16	1724047	18.39	0	0

13. In view of the above voting result, I report that;

- (i) The Resolutions as set out in Item No. 1 and 3 for the appointment of Shri Bachh Raj Nahar and Dr. Aravind Srinivasan as the Independent Directors of the Company are deemed to have been passed under sub-regulation (2A) of Regulation 25 of the Listing Regulations since the votes cast in favour of the resolutions exceed the votes cast against the resolutions and the votes cast by the public shareholders in favour of the resolutions exceed the votes cast against the said resolutions;
- (ii) The Resolution as set out in Item No. 2 has not been approved by the Members of the Company with requisite majority; and
- (iii) The Resolutions as set out in Item No. 4 & 5 have been duly passed by the Members of the Company with requisite majority since the number of votes cast in favour is more than three times than the number of votes cast against the resolutions as mentioned in the Notice.



14. I have received copy of several emails dated February 25, 2024 from a law firm in respect of three members viz. Societies (collectively referred to as the "Societies") holding 1214386 number of equity shares (having equivalent votes), addressed to Mr. Harsh Vardhan Lodha, a member of the Managing Committee and Trustee of the said Societies, pertaining to circular resolution dated February 22, 2024 moved for approval of the members of the Managing Committee of the Societies, appointing their Authorized Representatives to vote on the resolutions set out in the Postal Ballot Notice dated February 9, 2024. Furthermore, a reply to the aforementioned emails was given by another law firm, representing Shri Harsh Vardhan Lodha, on March 6, 2024, with a copy marked to me.

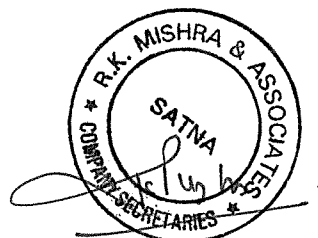
Thereafter, I have also received emails dated March 12, 2024 and March 13, 2024 from Shri Harsh Vardhan Lodha along with certified copies of resolutions dated February 22, 2024 and February 29, 2024, passed by the Managing Committee of the Societies, with respect to exercise of voting rights for the Postal Ballot. It has also been specifically stated in the resolutions that there will be no voting by electronic means for and on behalf of the Societies in respect of Postal Ballot. This was followed by another emails dated March 20, 2024 from Shri Harsh Vardhan Lodha enclosing therewith copy of Orders dated September 18, 2020, October 1, 2020 and December 14, 2023 passed by the Hon'ble Division Bench of Calcutta High Court. None of the said orders indicates that Mr. Harsh V. Lodha is not a Trustee or Member of the Managing Committee of the Societies, as alleged in the e-mail dated February 25, 2024.

On scrutiny of various documents furnished to me, it appears that the votes have been validly cast by physical means pursuant to the resolution approved by the Managing Committee of such Societies.

With reference to the votes cast by such Societies by way of e-Voting on the basis of resolution approved by the Trustees of such Societies, the documents sought for by me through email dated March 21, 2024 have not been furnished to me. I am therefore not in a position to verify the validity, legality and authenticity of the votes cast by such Societies by way of electronic voting.

I, therefore have not considered the votes cast by e-Voting in respect of the Shares held by the Societies while tabulating the voting results of the Postal Ballot and accepted the votes cast by such Societies by physical means.

15. 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, 3, 4 & 5 are deemed to be passed on Thursday, the March 21, 2024, being the last date fixed by the Company for Postal Ballot including e-Voting.




16. The physical and electronic data and all other relevant records relating to Postal Ballot including 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 including e-voting 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

Place: Rewa (M.P.)
Date: March 22, 2024
UDIN: F005383E003618465

Countersigned by:
For Vindhya Telelinks Limited




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