

R. K. Mishra & Associates

Company Secretaries

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

CS RAJESH KUMAR MISHRA

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CS KISHOR KUMAR GUPTA

E-mail: cskishorgupta@gmail.com

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Ref.

REPORT OF THE SCRUTINISER
[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]

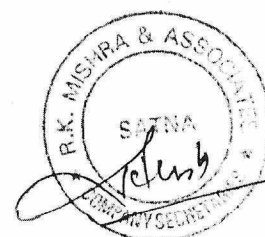
To,

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 14th November, 2022**

Dear Sir,

1. 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 14th November, 2022 ("Notice"). The Notice was issued in accordance with General Circular Number(s) 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8 2021 read with other relevant circulars, including General Circular No.03/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44(1) of the Securities and Exchange Board of India (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.



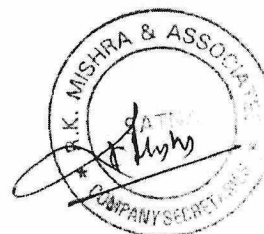
2. Pursuant to Sections 108, 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s) or re-enactment(s) thereof 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, 18th November, 2022 ("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 Wednesday, the 23rd November, 2022 at 9.00 A.M. (IST) and ended on Thursday, the 22nd December, 2022 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 scrutiner 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 5.00 P.M. on 22nd December, 2022.
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:

Special Resolution-

Appointment of Mrs. Rashmi Dhariwal (DIN: 00337814) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from 14th November, 2022 to 13th November, 2027:

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
231	6255157	78.45	22	1718145	21.55	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 16th December, 2022 passed by the Trustees of such Societies, received by us on 22nd December, 2022. However on 20th December, 2022, we have received a representation letter with a different resolution passed through Circulation on 17th December, 2022 by the Managing Committee of such Societies.



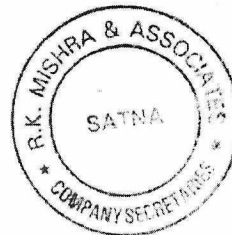
Since there are two conflicting set of resolutions received from same Societies i.e. one authorising to vote against and another to vote in favour of the resolution contained in the Postal Ballot Notice dated 14th November, 2022 of the Company, we are not in a position to verify the legality, validity, 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.

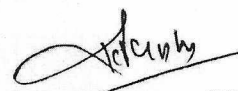
7. In view of the above voting result, I report that;
- (i) The Special Resolution as set out in the Postal Ballot Notice dated 14th November, 2022 has been duly passed by the Members of the Company with requisite majority since the number of votes cast in favour is more than three times than the number of votes cast against the resolution as mentioned in the Notice.
 - (ii) In any event, the appointment of Mrs. Rashmi Dhariwal as an Independent Director is deemed to have been made under sub-regulation (2A) of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2022 issued vide Notification No. SEBI/LAD-NRO/GN/2022/103 dated 14th November, 2022, since the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the said resolution.
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 resolution is deemed to be passed on Thursday, the 22nd December, 2022, 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,

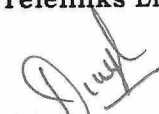
Yours faithfully,
For R.K. Mishra & Associates
(Company Secretaries)




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

Date : 24th December, 2022
Place : Satna
UDIN : F005383D002788405

Countersigned by:
For Vindhya Telelinks Limited

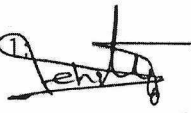

(Dinesh Kapoor)
Company Secretary

Declaration by witness for Postal Ballot through e-Voting

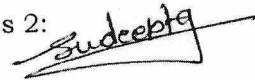
We, the undersigned witnesseth that:

1. The Remote e-Voting result/list was unblocked and downloaded from the CDSL portal (www.evotingindia.com) in our presence at 5:28:31 P.M. on 22nd December, 2022 after the conclusion of e-voting period of the Postal Ballot.

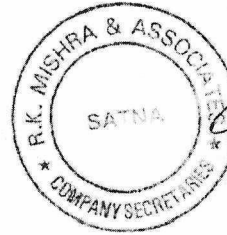
Witness 1:

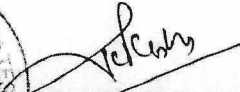

SHIU PRASAD CHATURVEDI
S/o SHRI Dayanidhi Chaturvedi
vill: Khamhariya.. P.o.: Hatia
Distt: Satna M.P. 485221

Witness 2:


SUDEEPTA SHRIVASTAVA
D/O, PRATUL SHRIVASTAVA
SANGRAM..COLONY..SATNA (MP)

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




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

Date :24thDecember, 2022
Place :Satna