

# R. K. Mishra & Associates

Company Secretaries

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

E-mail : rachitfinance@gmail.com, cskishorgupta@gmail.com

Ph.: (07672) 229347, Mob.: 9425172829, 9827784739

Date .....

**Report of Scrutinizer on Postal Ballot and e-voting  
[Pursuant to Section 110 of the Companies Act, 2013 and  
the Companies (Management and Administration) Rules, 2014]**

To,

The Chairman  
Vindhya Telelinks Limited  
Udyog Vihar, P.O. Chorhata  
**REWA-486 006 (M.P.)**

Dear Sir,

**RE: PASSING OF SPECIAL RESOLUTION THROUGH POSTAL BALLOT**

I, Rajesh Kumar Mishra, Practicing Company Secretary appointed as Scrutinizer by Vindhya Telelinks Limited ("the Company") with respect to the **Special Resolution** to be passed through Postal Ballot and e-voting in accordance with the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to process and scrutinize Postal Ballot Forms received from Members and to scrutinize votes cast electronically using e-voting system of **Central Depository Services (India) Limited (CDSL)** during the voting period as stated herein below, in fair and transparent manner, and to submit a report thereon. In this regard, I hereby submit my report as under:

1. The Company has sent postal ballot notice through email on 5<sup>th</sup> January, 2017 to the members whose email ids are registered with the Company/Depository Participant(s) for voting through postal ballot and e-voting facility provided by CDSL. The postal ballot notice dated 3<sup>rd</sup> January, 2017 together with postal ballot Form ('Form') along with self-addressed postage prepaid business reply envelope was sent to the members through Speed Post.

On 5<sup>th</sup> January, 2017 the Company has completed dispatch of Notice of Postal Ballot for seeking approval of members by way of Special Resolution for authority to the Board of Directors for issuance of Secured or Unsecured Bonds/ Redeemable Non-Convertible Debentures/other Debt Securities, in one or more tranches on private placement basis for an aggregate amount not exceeding Rupees One Hundred and Fifty Crores within the overall borrowing limits of the Company.

2. The voting through Postal Ballot form / e-voting commenced at 9.00. a.m. on 6<sup>th</sup> January, 2017 and ended at 5.00 p.m. on 5<sup>th</sup> February, 2017 (voting period).



3. The Postal Ballot Forms received during the voting period were kept in my custody and were opened by me in the presence of two witness, viz., Mr. Sharad Patkar and Mr.Dnyanesh Gharote. The e-voting results/ List was unblocked and downloaded from the CDSL website (www.evotingindia.com) at 1.05 p.m. on 6<sup>th</sup> February, 2017 in the presence of two witnesses, viz., Mr. Sharad Patkar and Mr. Dnyanesh Gharote.
4. All Postal Ballot Forms including e-voting received up to 5.00 p m. on 5<sup>th</sup> February, 2017 i.e. the last date and time fixed by the Company for receipt of the Postal Ballot Forms and for casting the vote online, were considered for my scrutiny.
5. The Postal Ballot Forms received and e-voting details downloaded from CDSL website were scrutinized and the signatures on the postal ballot forms were verified by me. Thereafter, the shareholding was matched/ confirmed with the register of members of the Company as on 23<sup>rd</sup> December, 2016. In case of voting by Companies, Institutions, Trusts, Societies, etc, I have verified the requisite documents authorising the person to vote, which were downloaded from the website of CDSL or received physically.
6. I did not find any defaced or mutilated postal ballot form. However, some postal ballot forms/invalid applications were treated as invalid on account of signature mismatch, cross marks in both the boxes and missing signature.
7. The summary of the voting results of postal Ballot including e-voting is as under:

Sl. No.	Particulars	To approve Special Resolution under applicable provisions of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
		No of postal ballot forms/votes (including e-voting)	No of Equity Shares (Votes)
1	Total postal ballot form/Votes (including e-voting) received	164	8596846
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	8	865
3	Net Valid postal ballot Forms/votes (including e-voting) received	156	8595981
4	Valid votes (including e-voting) cast in favour of the resolution & its %	146	8595347 (99.99%)
5	Valid votes cast(including e-voting ) against the resolution and its %	10	634 (0.01%)



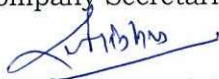
8. Since the number of votes cast in favour is more than the number of votes cast against, I report that the Special Resolution passed pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Management and Administration) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as set out in the Notice dated 3rd January, 2017 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the date of the announcement of result.
9. The Postal Ballot Forms received and e-voting results/ list downloaded from the website of CDSL and other related papers/registers documents shall be handed over to the Company Secretary, authorised by the Board to conduct the postal ballot and e-voting process.

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 : 08.02.2017

Place : Satna

**Declaration by witness for Postal Ballot and e-voting**

We, the undersigned witnesseth that:

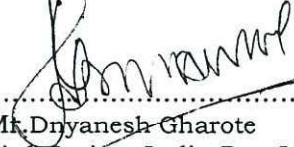
1. The Postal Ballot Forms of Vindhya Telelinks Limited received were opened in our presence.
2. The e-voting results/list was unblocked and downloaded from the CDSL website ([www.evotingindia.com](http://www.evotingindia.com)) in our presence at 1.05 p.m. on 6<sup>th</sup> February, 2017.

Witness 1:



.....  
Mr. Sharad Patkar  
Link Intime India Pvt. Ltd.  
C-13, Pannalal Silk Mills Compound  
L.B.S.Marg, Bhandup(West)  
Mumbai-400078.

Witness 2:



.....  
Mr. Dnyanesh Gharote  
Link Intime India Pvt. Ltd.  
C-13, Pannalal Silk Mills Compound  
L.B.S.Marg, Bhandup(West)  
Mumbai-400078.

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



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

Date : 08.02.2017  
Place : Satna