

R. K. Mishra & Associates

Company Secretaries

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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(S) 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(s)** 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"), Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and such other Rules and Regulations as may be applicable including any statutory modification or re-enactment thereof for the time being in force 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 20th April, 2018 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 9th April, 2018 together with postal ballot Form ('Form') along with self-addressed postage prepaid business reply envelope was sent to the members through Speed Post.

On 20th April, 2018, the Company has completed dispatch of Notice of Postal Ballot for seeking approval of members by way of Special Resolution(s) for increase in the borrowing powers/limits of the Company under Section 180(1)(c) and for authorizing the Board of Directors for creation of charge/mortgages/hypothecation/pledges/other securities, etc. in any form on the Company's assets, both present and future for securing the borrowings upto specific amount under Section 180(1)(a) of the Companies Act, 2013 and the relevant rules made thereunder (including the amendment thereof if any for the time being in force).

2. The voting through Postal Ballot form / e-voting commenced at 9.00 a.m. on 23rd April, 2018 and ended at 5.00 p.m. on 22nd May, 2018 (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 6:38:27 p.m. on 22nd May, 2018 in the presence of two witnesses, viz., Mr. Sharad Patkar and Mr. Dnyanesh Gharote.
4. All Postal Ballot Forms including e-voting received upto 5.00 p.m. on 22nd May, 2018, 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 13th April, 2018. 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.
7. The summary of the voting results of postal Ballot including e-voting in respect of resolutions as contained in the Postal ballot Notice dated 9th April, 2018 are as under:

Resolution No.1: As a Special Resolution

Description of the Resolution:

Special Resolution under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder (including the amendment thereof if any for the time being in force) for increase in the borrowing powers/limits of the Company upto an amount not exceeding in aggregate of Rs.4500 Crores outstanding at any time.

Sl. No.	Particulars	No of postal ballot forms/votes (including e-voting)	No of Equity Shares (Votes)
1	Total postal ballot form/Votes (including e-voting) received	149	8260114
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	3	650
3	Net Valid postal ballot Forms/votes (including e-voting) received	146	8259464
4	Valid votes (including e-voting) cast in favour of the resolution & its %	139	8241935 (99.79%)
5	Valid votes cast(including e-voting) against the resolution and its %	7	17529 (0.21%)

Resolution No.2: As a Special Resolution

Description of the Resolution:

Special Resolution under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder (including the amendment thereof if any for the time being in force) authorizing the Board of Directors for creation of charge/mortgages/ hypothecation/pledges/ other securities, etc. in any form on the Company's assets, both present and future for securing the borrowings for an amount not exceeding the limit of Rs.4500 Crores.



Sl. No.	Particulars	No of postal ballot forms/votes (including e-voting)	No of Equity Shares (Votes)
1	Total postal ballot form/Votes (including e-voting) received	149	8260114
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	3	650
3	Net Valid postal ballot Forms/votes (including e-voting) received	146	8259464
4	Valid votes (including e-voting) cast in favour of the resolution & its %	139	8241935 (99.79%)
5	Valid votes cast(including e-voting) against the resolution and its %	7	17529 (0.21%)

8. Since the number of votes cast in favour is more than the number of votes cast against, I report that the Special Resolution(s) 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 Postal Ballot Notice dated 9th April, 2018 has been passed by the shareholders with requisite majority. 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 the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-Voting, i.e. Tuesday, the 22nd day of May, 2018.
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 : 25.05.2018

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) in our presence at 6:38:27 p.m. on 22nd May, 2018.

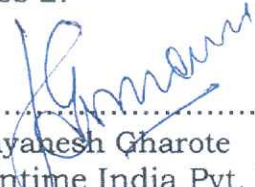
Witness 1:



.....
Mr. Sharad Patkar
Link Intime India Pvt. Ltd.
C-101,247, Park
L.B.S.Marg,
Vikhroli (West)
MUMBAI-400 083



Witness 2:



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Mr. Dnyanesh Gharote
Link Intime India Pvt. Ltd.
C-101, 247, Park
L.B.S.Marg,
Vikhroli (West)
MUMBAI-400 083



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



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

Date : 25.05.2018
Place : Satna