

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
UdyogVihar,
P.O. Chorhata
REWA-486006 (M.P.)

Dear Sir,

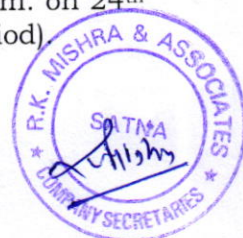
RE: PASSING OF SPECIAL RESOLUTION(S) THROUGH POSTAL BALLOT

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 23rd February, 2019 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 11th February, 2019 together with postal ballot Form ('Form') along with self-addressed postage prepaid business reply envelope was sent to the rest of the members through Speed Post.

On 23rd February, 2019, the Company has completed dispatch of Notice of Postal Ballot for seeking approval of members by way of Special Resolution(s) on certain Special Business as mentioned in the Postal Ballot Notice dated 11th February, 2019.

2. The voting through Postal Ballot form / e-voting commenced at 9.00 a.m. on 24th February, 2019 and ended at 5.00 p.m. on 25th March, 2019 (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. Balaji Sharma. The e-voting results/ List was unblocked and downloaded from the CDSL website (www.evotingindia.com) at 5:02:44p.m. on 25th March, 2019 in the presence of two witnesses, viz., Mr. Sharad Patkar and Mr. Mr. Balaji Sharma.
4. All Postal Ballot Forms including e-voting received upto 5.00 p.m. on 25th March, 2019, 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 15th February, 2019. 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 11th February, 2019 are as under:

Resolution No.1: As a Special Resolution

Description of the Resolution:

Special Resolution pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for re-appointment of Shri J. Veeraraghavan (DIN:00078998) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

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	144	8277076
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	4	216
3	Net Valid postal ballot Forms/votes (including e-voting) received	140	8276860
4	Valid votes (including e-voting) cast in favour of the resolution & its %	137	8275940 (99.989%)
5	Valid votes cast(including e-voting) against the resolution and its %	3	920 (0.011%)



Resolution No.2: As a Special Resolution**Description of the Resolution:**

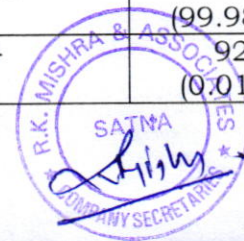
Special Resolution pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for re-appointment of Shri S.K. Misra (DIN:00009411) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

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	143	8277027
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	4	216
3	Net Valid postal ballot Forms/votes (including e-voting) received	139	8276811
4	Valid votes (including e-voting) cast in favour of the resolution & its %	135	8275886 (99.989%)
5	Valid votes cast(including e-voting) against the resolution and its %	4	925 (0.011%)

Resolution No.3: As a Special Resolution**Description of the Resolution:**

Special Resolution pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for re-appointment of Shri R.C. Tapuriah (DIN:00395997) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

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	143	8277027
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	4	216
3	Net Valid postal ballot Forms/votes (including e-voting) received	139	8276811
4	Valid votes (including e-voting) cast in favour of the resolution & its %	135	8275886 (99.989%)
5	Valid votes cast(including e-voting) against the resolution and its %	4	925 (0.011%)



Resolution No.4: As a Special Resolution**Description of the Resolution:**

Special Resolution pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for re-appointment of Shri Shiv Dayal Kapoor (DIN:00043634) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

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	143	8277027
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	4	216
3	Net Valid postal ballot Forms/votes (including e-voting) received	139	8276811
4	Valid votes (including e-voting) cast in favour of the resolution & its %	137	8276686 (99.998%)
5	Valid votes cast (including e-voting) against the resolution and its %	2	125 (0.002%)

Resolution No.5: As a Special Resolution**Description of the Resolution:**

Special resolution pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for continuation of the Directorship of Smt. Kiran Aggarwal (DIN: 06991807), upto the expiry of her present term as an Independent Director of the Company i.e. 9th November, 2019, notwithstanding that she is above seventy five (75) years of age.

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	143	8277027
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	4	216



3	Net Valid postal ballot Forms/votes (including e-voting) received	139	8276811
4	Valid votes (including e-voting) cast in favour of the resolution & its %	137	8276686 (99.998%)
5	Valid votes cast(including e-voting) against the resolution and its %	2	125 (0.002%)

Resolution No.6: As a Special Resolution

Description of the Resolution:

Special resolution pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for continuation of Directorship of Shri D.R. Bansal (DIN: 00050612), non-executive non-independent Director of the Company, liable to retire by rotation, notwithstanding that he is above seventy five (75) years of age.

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	143	8277027
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	4	216
3	Net Valid postal ballot Forms/votes (including e-voting) received	139	8276811
4	Valid votes (including e-voting) cast in favour of the resolution & its %	136	8275891 (99.989%)
5	Valid votes cast(including e-voting) against the resolution and its %	3	920 (0.011%)

Resolution No.7: As a Special Resolution

Description of the Resolution:

Special resolution pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for Continuation of Directorship of Shri Pracheta Majumdar(DIN: 00179118), non-executive non-independent Director of the Company, liable to retire by rotation, on attaining the age of seventy five years with effect from 15th August, 2019.



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	143	8277027
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	4	216
3	Net Valid postal ballot Forms/votes (including e-voting) received	139	8276811
4	Valid votes (including e-voting) cast in favour of the resolution & its %	136	8275891 (99.989%)
5	Valid votes cast(including e-voting) against the resolution and its %	3	920 (0.011%)

8. Since the number of votes cast in favour is more than three times the number of votes cast against the respective resolution(s) as mentioned above in point no. 7, I report that the Special Resolution(s) 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 contained in the Postal Ballot Notice dated 11th February, 2019 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. Monday, the 25th day of March, 2019.
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
Rajesh Kumar Mishra
(Partner)
CP No. 4433
FCS No. 5383

Date : 27.03.2019

Place : Satna

Declaration by witness for Postal Ballot and e-voting

We, the undersigned witnesseth that:

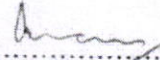
1. The Postal Ballot Forms of Vindhya Telelinks Limited received were opened in our presence.
2. The e-voting results/list was unblocked and downloaded from the CDSL website (www.evotingindia.com) in our presence at 5:02:44 p.m. on 25th March, 2019.

Witness 1:



Mr. Sharad Patkar
Link Intime India Pvt. Ltd.
C-101, 247, Park
L.B.S. Marg,
Vikhroli (West)
MUMBAI-400083

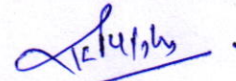
Witness 2:



Mr. Balaji Sharma
Link Intime India Pvt. Ltd.
C-101, 247, Park
L.B.S. Marg,
Vikhroli (West)
MUMBAI-400083

COUNTERSIGNED BY ME

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



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

Date : 27.03.2019

Place : Satna