



## Vindhya Telelinks Limited

**Regd. Office:** Udyog Vihar, P.O. Chorhata,  
Rewa - 486 006 (M.P.), India  
Telephone No: (07662) 400400 \* Fax No: (07662) 400591  
Email: headoffice@vtlrewa.com; Website: www.vtlrewa.com  
PAN: AAACV7757J \* CIN: L31300MP1983PLC002134  
GSTIN: 23AAACV7757J1Z00

VTL/CS/25-26/Reg-30

July 12, 2025

BSE Ltd.  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
P.J. Towers, Dalal Street,  
Fort,  
**MUMBAI- 400 001**

The Manager,  
Listing Department,  
The National Stock Exchange of India Ltd,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E),  
**MUMBAI- 400 051**

**Company's Scrip Code: 517015**

**Company's Scrip Code: VINDHYATEL**

Dear Sir/Madam,

### **Sub: Postal Ballot Notice**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in furtherance to Outcome of the Board Meeting held on May 22, 2025, we are enclosing herewith the Postal Ballot Notice for seeking approval of Members of the Company by way of Postal Ballot including Remote e-Voting ("e-Voting") on the Ordinary Resolutions as set out in the said Notice. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-Voting facility to the Members of the Company.

The Postal Ballot Notice along with Postal Ballot Form is being sent electronically to those Members, whose e-mail addresses are registered with the Company/Depositories as on Monday, July 7, 2025 ("cut-off date"). For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode along with a self-addressed postage pre-paid reply envelope. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up equity share capital of the Company as on cut-off date.

**The period of voting through Postal Ballot and e-Voting shall commence on Monday, July 14, 2025 from 9:00 A.M. (IST) and end on Tuesday, August 12, 2025 at 5:00 P.M. (IST).**

The Postal Ballot Notice alongwith Postal Ballot Form is also available on the website of the Company at <https://www.vtlrewa.com> and on the website of CDSL at <https://www.evotingindia.com>.

This is for your information and records.

Thanking you,

Yours faithfully,

**For Vindhya Telelinks Limited**

**(Dinesh Kapoor)**

**Company Secretary & Compliance Officer**

Encl: As above



**Works: i) Plot No.1, Udyog Vihar, P.O. Chorhata, Rewa-486006(M.P.)**

**ii) Plot No.1-C & 1-D, Udyog Vihar, P.O. Chorhata, Rewa-486006(M.P.)**



## **VINDHYA TELELINKS LIMITED**

**CIN: L31300MP1983PLC002134**

Registered Office: Udyog Vihar, P.O. Chorhata, Rewa-486 006 (M.P.)  
Corporate Office: 5<sup>th</sup> Floor, Signature Tower III, Tower 'C', Sector 15-II,  
N.H-8, Near 32<sup>nd</sup> Avenue, Gurugram-122001 (Haryana)  
Telephone No.: (07662) 400400 • Fax No.: (07662) 400591  
E-mail: [headoffice@vtlrewa.com](mailto:headoffice@vtlrewa.com) • Website: <https://www.vtlrewa.com>

### **POSTAL BALLOT NOTICE**

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Dear Member(s),

Notice is hereby given 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), that the Resolutions appended below are proposed to be passed by the Members of Vindhya Telelinks Limited ("Company") by way of Postal Ballot including Remote e-Voting ("e-Voting").

The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from the Depositories as on Monday, July 7, 2025 ("cut-off date").

In compliance with Regulation 44 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and pursuant to the provisions of Section 108, 110 of the Act read with the rules framed thereunder, the Company is pleased to provide the facility of e-Voting also to its Members, to enable them to cast their votes electronically instead of returning duly filled Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited, ("CDSL") as its agency for providing e-Voting facility to the Members of the Company.

Members desiring to exercise their vote by means of the physical Postal Ballot Form are requested to carefully read the instructions printed in the Postal Ballot Notice and the Postal Ballot Form, record their assent ("for") or dissent ("against") in the Postal Ballot Form and return the same in original duly completed in the self-addressed postage pre-paid reply envelope, so as to reach the Scrutiniser not later than the close of business hours at 5:00 P.M. on Tuesday, August 12, 2025. Postage will be borne and paid by the Company. Postal Ballot Forms sent at the expense of the Members, will also be accepted. Postal Ballot Forms received post 5.00 P.M. on Tuesday, August 12, 2025 and onwards will be treated as "invalid".

The period of voting through Postal Ballot and e-Voting shall commence on Monday, July 14, 2025 at 9:00 A.M. (IST) and end on Tuesday, August 12, 2025 at 5:00 P.M. (IST). The e-Voting module shall be disabled for voting thereafter. Members opting for e-Voting are requested to follow the procedure as stated in the Notes to this Postal Ballot Notice read together with the instructions given thereunder.

Please note that while exercising their votes, Members of the Company can opt for only one of the two modes of voting i.e. either through the Postal Ballot Form or e-Voting. Further, members cannot exercise their vote by proxy. The last date for receipt of duly completed Postal Ballot Form or e-Voting i.e., Tuesday, August 12, 2025, shall be the date on which the resolution would be deemed to be passed, if approved by the requisite majority.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the governing rules framed thereunder, if any, setting out all material facts relating to the proposed Resolutions is annexed hereto for your consideration and forms an integral part of this Postal Ballot Notice.

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**SPECIAL BUSINESS:****Item No. 1:****Appointment of Smt. Srishti Lodha (DIN: 05320669) as a Non-Executive Non-Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of Sections 149, 152 161 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulation’) (including any statutory modification or re-enactment thereof for the time being in force), Smt. Srishti Lodha (DIN: 05320669) who was appointed as an Additional Director with effect from May 22, 2025 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member signifying her candidature for the office of Director of the Company under Section 160 of the Act, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

FURTHER RESOLVED that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things in this regard and take all such steps as may be necessary, proper, expedient, or desirable to give effect to this Resolution.”

**Item No. 2:****Re-appointment of Shri Y.S. Lodha (DIN: 00052861) as the Managing Director & Chief Executive Officer of the Company for a further period of Five (5) consecutive years with effect from November 4, 2025 to November 3, 2030.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED that in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and/or SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) as amended from time to time, approval of the members be and is hereby accorded for re-appointment of Shri Y.S. Lodha (DIN : 00052861) as the Managing Director & Chief Executive Officer of the Company, not liable to retire by rotation, for a further period of Five (5) consecutive years, from the expiry of his present term of office, i.e. with effect from November 4, 2025 to November 3, 2030, on the terms and conditions including remuneration as set out in the draft Agreement, the main terms and conditions of which are set out in the Statement attached to this Postal Ballot Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), to be entered into between the Company and Shri Y.S. Lodha and submitted for approval of Members, be and is hereby specifically approved with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board constituted to exercise its powers including powers conferred by this Resolution) to alter and vary the remuneration payable to Shri Y.S. Lodha during his said tenure as the Managing Director & Chief Executive Officer of the Company in such manner as may be agreed to between the Board and Shri Y.S. Lodha.

FURTHER RESOLVED that the Board be and is hereby authorised and empowered to approve annual increments in Basic Salary and/or Special Allowance with consequential increase in perquisites and benefits, etc. effective from July 1<sup>st</sup> each financial year and Performance Linked Incentive for each financial year as considered appropriate from time to time subject to limits, if any, prescribed under Section 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder and/or under Listing Regulations, as amended from time to time or in such manner as may be permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this Postal Ballot Notice and in force from time to time.

FURTHER RESOLVED that the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writing as may be required or considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

**Registered Office:**

Udyog Vihar,  
P.O. Chorchata,  
Rewa - 486 006 (M.P.)

May 22, 2025

**By Order of the Board**  
For **Vindhya Telelinks Limited**

**(Dinesh Kapoor)**  
**Company Secretary**

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**NOTES FOR MEMBERS' ATTENTION**

1. The Board of Directors of the Company at its Meeting held on May 22, 2025, has approved the issuance of this Postal Ballot Notice and it will also be available on the Company's website at <https://www.vtlrewa.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com> respectively and the website of CDSL i.e. <https://www.evotingindia.com>.
2. The Postal Ballot Notice along with the Postal Ballot Form is being 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 have not registered their e-mail addresses, physical copies are being sent by the permitted mode along with a self-addressed postage pre-paid reply envelope.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up equity share capital of the Company as on Monday, July 7, 2025 ("cut-off date"). Only those Members whose names are recorded in the Register of Members/ List of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-Voting.
4. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form or in case a Member is desirous of obtaining a duplicate Postal Ballot Form may, download the Postal Ballot Form from the Company's website, <https://www.vtlrewa.com> and send the duly completed and signed Postal Ballot Form so as to reach the Scrutiniser on or before 5.00 P.M. on Tuesday, August 12, 2025. A person who becomes a member after the cut-off date should treat this notice for information purposes only.
5. Members who have not registered their e-mail address are requested to register the same in respect of equity shares held in demat form with the respective Depository through the concerned Depository Participant(s). Members who hold shares in physical form are requested to register their e-mail address by sending duly filled in Form ISR-1 along with requisite documents to the Registrar and Share Transfer Agents (RTA) of the Company - Messrs MUFG Intime India Pvt. Ltd. (Formerly known as Link Intime India Pvt. Ltd.) (e-mail: [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)). For the sake of convenience of Members, Form ISR-1 is made available on the website of RTA, <https://www.in.mpms.mufg.com> as well as on the Company's website <https://www.vtlrewa.com>.
6. Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or e-Voting. In case Members cast their votes through both the modes, valid voting done by e-Voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
7. The Board of Directors has appointed Shri Rajesh Kumar Mishra (Certificate of Practice No. 4433), Company Secretary in Whole-Time Practice, failing him Shri Hemant Singh (Membership No. 413866), Chartered Accountant in Whole-Time Practice, as the Scrutiniser(s) for conducting the Postal Ballot including e-Voting process, in a fair and transparent manner. The Scrutiniser's decision on the validity of the votes cast through Postal Ballot / e-Voting shall be final.
8. The Scrutiniser will submit his report, after the completion of scrutiny of the Postal Ballot Forms including e-Voting, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same. The results of the Postal Ballot including e-Voting shall be declared on or before Thursday, August 14, 2025 at the Registered Office of the Company and shall be immediately forwarded to BSE Limited and National Stock Exchange of India Ltd. The results of the Postal Ballot shall be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office and shall also be placed on the Company's website, <https://www.vtlrewa.com> and on the website of CDSL, <https://www.evotingindia.com>.

9. Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to authorise their representatives for the purpose of voting are required to send a certified copy of the Board Resolution/Authorisation, etc. authorising their representatives to vote on their behalf to the Scrutiniser by e-mail at [rkmaoffice@gmail.com](mailto:rkmaoffice@gmail.com) and to the Company at [investorgrievance@vtlrewa.com](mailto:investorgrievance@vtlrewa.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
10. Additional information in respect of Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings ("SS-2") are also given in Annexure 'A' which forms an integral part of the Postal Ballot Notice. The Directors have furnished the requisite consent/declaration for their appointment/re-appointment.
11. All relevant documents referred to in this Postal Ballot Notice will be available for inspection electronically on any working day excluding Saturday and Sunday until the last date and time for receipt of duly completed Postal Ballot Form or e-Voting. Members seeking to inspect such documents can send an e-mail to [investorgrievance@vtlrewa.com](mailto:investorgrievance@vtlrewa.com) mentioning their Folio Number/DPID & Client ID.
12. **INSTRUCTIONS TO MEMBERS FOR E-VOTING ARE AS UNDER:**
  - (i) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with Regulation 44 of the Listing Regulations, the Company is pleased to provide e-Voting facility to its members, in respect of all resolutions proposed to be considered through the Postal Ballot. In order to increase the efficiency of the voting process, e-Voting facility is provided to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-Voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.
  - (ii) The e-Voting period shall commence on Monday, July 14, 2025 at 9:00 A.M. (IST) and end on Tuesday, August 12, 2025 at 5.00 P.M. (IST). During this period, Members of the Company holding shares either in physical form or in demat form as on the cut-off date i.e. July 7, 2025, may cast their votes electronically. The e-Voting facility will be disabled by CDSL thereafter and will not be allowed beyond the said date and time. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of Individual members holding shares in demat form.**

- (iii) Individual members holding shares in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participants. The Individual Members are advised to update their mobile number and e-mail address in their demat accounts in order to access e-Voting facility.

**Login method for e-Voting for Individual members holding shares in demat form (CDSL/NSDL) is given below:**

Type of Members	Login Method
Individual members holding shares in demat form with <b>CDSL</b>	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit <a href="https://www.cdslindia.com">https://www.cdslindia.com</a> and click on Login icon and select My Easi New (Token) Tab.



	<ol style="list-style-type: none"> <li>2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/MUFG, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a>.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="https://www.cdslindia.com">https://www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered mobile &amp; e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual members holding shares in demat form with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If the user is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. The user will have to enter their User ID and Password. After successful authentication, the user will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and the user will be able to see e-Voting page. Click on Company name or e-Voting service provider name and the user will be re-directed to e-Voting service provider website for casting their vote during the e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open. The user will have to enter their User ID (i.e. their sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, the user will be redirected to NSDL Depository site wherein the user can see e-Voting page. Click on Company name or e-Voting service provider name and the user will be redirected to e-Voting service provider website for casting their vote during the e-Voting period.</li> </ol>

	4) For OTP based login, user can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . User will have to enter their 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, user will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and user will be re-directed to e-Voting service provider website for casting their vote during the e-Voting period.
Individual members (holding shares in demat form) login through their <b>Depository Participants</b>	The user can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, the user will be able to see e-Voting option. Once the user click on e-Voting option, they will be redirected to NSDL/CDSL Depository site after successful authentication, wherein they can see e-Voting feature. Click on Company name or e-Voting service provider name and the user will be redirected to e-Voting service provider website for casting their vote during the e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual members holding shares in demat form for any technical issues related to login through Depository i.e. CDSL and NSDL.**

Login type	Helpdesk details
Individual members holding shares in demat form with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at Toll Free No. 1800 2109 911.
Individual members holding shares in demat form with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at given numbers: 022 - 4886 7000 and 022 - 2499 7000.

**Step 2: Access through CDSL e-Voting system in case of members holding shares in physical form and non-individual members (i.e. other than Individuals, HUF, NRI etc.) holding shares in demat form.**

(iv) **Login method for e-Voting for members holding shares in physical form and members other than individual members holding shares in demat form.**

- The Members should log on to the e-Voting website <https://www.evotingindia.com>.
- Click on “Shareholders/Members” module.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in physical form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If the member is holding shares in demat form and had logged on to <https://www.evotingindia.com> and voted on an earlier e-Voting of any company, then their existing password is to be used.



- 6) If the member is a first-time user follow the steps given below:

<b>Particulars</b>	<b>For members holding shares in physical form and other than individual members holding shares in demat form.</b>
PAN	<p>Enter the 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat account holders as well as members holding shares in physical form).</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in their demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- (vii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for **“Vindhya Telelinks Limited”**
- (ix) On the voting page, the member will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that the member assent to the Resolution and option NO implies that the member dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if the member wish to view the entire Resolution details.
- (xi) After selecting the resolution, the member has decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If the member wish to confirm their vote, click on “OK”, else to change their vote, click on “CANCEL” and accordingly modify their vote.
- (xii) Once the member “CONFIRM” their vote on the resolution, they will not be allowed to modify their vote.
- (xiii) The member can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) **Additional Facility for Non-Individual Members and Custodians – for e-Voting only.**

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual Members are required mandatory to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, by e-mail to the Scrutiniser at [rkmaoffice@gmail.com](mailto:rkmaoffice@gmail.com) and to the Company at [investorgrievance@vtlrewa.com](mailto:investorgrievance@vtlrewa.com), if they have not uploaded the same in the CDSL e-Voting system for the Scrutiniser to verify the same.

**PROCESS FOR THOSE MEMBERS WHOSE E-MAIL ADDRESS/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

<b>For Members holding shares in physical form</b>	Members are requested to register their e-mail address/mobile number by sending duly filled in Form ISR-1 along with requisite documents to the Registrar and Share Transfer Agents (RTA) of the Company - Messrs MUFG Intime India Private Limited (e-mail: <a href="mailto:rnt.helpdesk@in.mpms.mufig.com">rnt.helpdesk@in.mpms.mufig.com</a> ). Form ISR-1 is made available on the website of RTA, <a href="https://www.in.mpms.mufig.com">https://www.in.mpms.mufig.com</a> as well as on the Company’s website, <a href="https://www.vtlrewa.com">https://www.vtlrewa.com</a> .
<b>For Members (other than Individual) holding shares in demat form</b>	Please update the e-mail address & mobile number with the respective Depository Participant (DP).
<b>For Individual members holding shares in demat form</b>	Please update the e-mail address & mobile number with the respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If the Members have any queries or issues regarding e-Voting from the CDSL e-Voting System, they can write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at Toll Free No. 1800 2109 911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at Toll Free No. 1800 2109 911.

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**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement set out all material facts relating to the Special Business(es) mentioned in the accompanying Postal Ballot Notice ("Notice") as required under Section 102(1) of the Companies Act, 2013:

**Item No. 1:**

The Board of Directors of the Company, based upon the recommendation of the Nomination and Remuneration Committee, in its meeting held on May 22, 2025 has appointed Smt. Srishti Lodha (DIN: 05320669) as an Additional Director designated as a Non-Executive Non-Independent Director of the Company with effect from May 22, 2025 in pursuance to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with the Articles of Association of the Company.

As per Regulation 17(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of shareholders for appointment or re-appointment of a person on the Board of Directors shall be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the members of the Company is sought by way of passing an Ordinary Resolution through Postal Ballot including e-Voting, for the appointment of Smt. Srishti Lodha as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Smt. Srishti Lodha has given her consent in writing to act as a Director of the Company and has furnished necessary declaration(s) to the Board of Directors. Further as per the declaration received by the Company, she is not disqualified to be appointed as a Director in terms of Section 164(2) of the Act. The Company has also received a declaration from her in writing to the effect that she is not debarred from holding the office of director by virtue of any Order issued by the Securities and Exchange Board of India or any other such authority.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Smt. Srishti Lodha for the office of Non-Executive Non-Independent Director of the Company.

The Nomination and Remuneration Committee and the Board of Directors are of the view that Smt. Srishti Lodha fulfils the conditions for appointment as a Director as specified in the Act read with the Rules framed thereunder, Listing Regulations and Remuneration Policy of the Company. Smt. Srishti Lodha is a person of integrity and possesses adequate skills, qualifications, knowledge and expertise in the area of Business Strategy, Corporate Finance, Investment Banking aligned with the desired attributes, role, skills and capabilities identified by the Nomination and Remuneration Committee. The Company will benefit significantly from her in-depth knowledge and experience in these domains, particularly in making crucial financial and management decisions.

Brief profile and additional information in respect of Smt. Srishti Lodha including nature of expertise and shareholding in the Company, etc. are given in Annexure 'A' to this Notice, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose, reimbursement of expenses for participating in the Board and other meetings as may be decided by the Board from time to time. In addition, compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) may also be paid as the Nomination and Remuneration Committee and the Board of Directors of the Company may approve from time to time within the overall limit as prescribed or as may be permissible from time to time with regard to remuneration to the Non-Executive Directors of the Company.

Having regard to the qualifications, knowledge and experience of Smt. Srishti Lodha, her appointment on the Board of Directors of the Company will be in the interest of the Company.

Save and except Shri Harsh V. Lodha, Non-Executive Chairman of the Company being a relative of Smt. Srishti Lodha, none of the Directors/Key Managerial Personnel of the Company, either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the said resolution.

The Board of Directors recommends the Ordinary Resolution set out in Item No. 1 of the accompanying Notice for approval of the Members of the Company.

#### **Item No. 2:**

The Members of the Company, in the Thirty-Seventh Annual General Meeting of the Company held on August 18, 2020, had re-appointed Shri Y.S. Lodha as the Managing Director & Chief Executive Officer (CEO) of the Company for a period of Five (5) consecutive years with effect from November 4, 2020. The current term of office of Shri Y.S. Lodha as the Managing Director & CEO of the Company is due to expire on November 3, 2025.

Having regard to the professional and academic qualifications, background, experience and very long association of Shri Y.S. Lodha with the Company as well as Associate(s)/companies belonging to MP Birla Group and considering the overall performance of the Company and its growth during his tenure, the Board of Directors ("the Board") based on the recommendations of the Nomination and Remuneration Committee, at its meeting held on May 22, 2025 has re-appointed Shri Y.S. Lodha as the Managing Director & CEO of the Company, not liable to retire by rotation, for a further period of Five (5) consecutive years from the expiry of his present term of office i.e. with effect from November 4, 2025 to November 3, 2030 alongwith other terms and conditions of re-appointment including remuneration payable to him during the said period, subject to approval of the Members of the Company by way of an Ordinary Resolution. The broad particulars of remuneration and other principal terms and conditions relating to his re-appointment as contained in the draft Agreement to be entered into between the Company and Shri Y.S. Lodha, are as under:

**I. Tenure of Re-appointment:** Five (5) consecutive years with effect from November 4, 2025 to November 3, 2030.

#### **II. Remuneration:**

- (1) **Basic Salary:** Rs. 8,10,000/- (Rupees Eight Lakhs Ten Thousand) only per month with such annual increments, if any, therein effective from July 1<sup>st</sup> each financial year (commencing from July 1, 2026).
- (2) **Special Allowance:** Rs. 4,00,000/- (Rupees Four Lakhs only) per month with such increase, if any, therein effective from July 1<sup>st</sup> each financial year (commencing from July 1, 2026).
- (3) **Performance Linked Incentive (PLI):** Such amount as may be considered appropriate from time to time and approved by the Board of Directors based on the recommendation/approval of the Nomination and Remuneration Committee. The payment of PLI within a financial year may be made in lumpsum or installments in such manner as decided by the Board of Directors based on recommendation of the Nomination and Remuneration Committee.
- (4) **Other Allowances, Benefits and Perquisites:** In addition to the Basic Salary, Special Allowance and Performance Linked Incentive as outlined above, the Managing Director & CEO shall be entitled to other allowances, benefits and perquisites as under:

- (i) **House Rent Allowance (HRA) and other related Perquisites:** HRA at the rate of 40% of the Basic Salary. In addition, the expenditure incurred on furnishings, repairs/ upkeep and maintenance, society and security charges and utilities (e.g. gas, fuel, electricity, water charges, etc.) of residential accommodation shall be reimbursed on actual basis.
- (ii) **Medical Benefits:** Healthcare/medical allowance and reimbursement of/payment towards mediclaim/medical insurance premium and Personal Accident Insurance Premium in accordance with Rules of the Company.
- (iii) **Leave Travel Allowance/Concession:** For self and family in accordance with Rules of the Company.
- (iv) **Club Fees:** Payment/reimbursement of club fees for not more than two clubs in India, excluding admission and life membership fees.
- (v) **Contribution to Provident Fund, Superannuation Fund and National Pension Scheme:** As per Rules framed under the Company's relevant schemes/policies while ensuring compliances with the applicable statutory provisions, if any, from time to time and/or as decided by the Board of Directors based on recommendation of the Nomination and Remuneration Committee.
- (vi) **Gratuity:** As per Rules of the Company and applicable statutory provisions from time to time.
- (vii) **Leave Encashment:** Leave with full pay and allowances with all benefits and amenities as per Rules of the Company. Accumulation/encashment of unavailed earned privilege leave will be permissible in accordance with Rules of the Company.
- (viii) **Other Perquisites, Benefits & Allowance(s):** As per Rules of the Company which are applicable to other employees of the Company unless specifically provided herein and/or as may be decided by the Board of Directors based on approval, if any, accorded by the Nomination and Remuneration Committee.
- (ix) **Car/Communication Facilities:** The following shall not be included in the computation of perquisites –
  - (a) Provision of Company's Car with driver for use on Company's business.
  - (b) Provision of or reimbursement towards communication expenses including internet/ broadband connectivity, etc. at office and residence.

**Explanation(s):**

- (1) The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 and rules framed thereunder or any statutory modification(s) or re-enactment(s) thereof. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Income Tax alongwith surcharge and/or cess thereon in respect of above remuneration shall be deducted at source as per the governing provisions of the Income Tax Act, 1961 and rules framed thereunder.
- (2) The Company's contribution to Provident Fund, Superannuation Fund and National Pension Scheme to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure, as per the relevant rules of the Company, shall not be included in the computation of the ceiling on remuneration as prescribed under Schedule V of the Companies Act, 2013, as amended from time to time.



- (3) For the purpose of payment of gratuity, Company's contribution to superannuation fund and leave encashment benefits, the services of Shri Y.S. Lodha will be considered continuous service with the Company from the date he joined the services of associate/sister concern(s)/a company belonging to MP Birla Group or this Company in any capacity from time to time and termination of the Agreement followed by immediate renewal(s) thereof or execution of a fresh Agreement, will not be considered as any break in service.
- (4) The Managing Director & CEO shall be entitled to be paid/reimbursed by the Company all travelling, boarding and lodging during business trips, business promotion and other out-of-pocket expenses, costs, charges and expenses as may be incurred by him for the purpose of Company's work as per rules of the Company or as may be approved by the Nomination and Remuneration Committee and/or the Board. Expenses including travelling, boarding and lodging relating to spouse accompanying on any official domestic and overseas trip or other facilities, if any, shall be dealt with in accordance with the practices and rules of the Company as applicable from time to time. The Managing Director & CEO would also be entitled to any other benefits or privileges as per Personnel Policies of the Company including but not limited to Social/House loan(s) as per the related rules of the Company as applicable from time to time.
- (5) **Overall Remuneration:** The Board of Directors based on the recommendation/approval of the Nomination and Remuneration Committee and/or any other Committee constituted by the Board for the purpose, is entitled to revise the remuneration payable to Shri Y.S. Lodha from time to time, as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V of the Act or any amendments made hereafter in this regard, subject to compliance with the governing provisions of Section 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder and/or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, in such manner as may be agreed to between the Board and Shri Y.S. Lodha.
- (6) **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of the Managing Director & CEO, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director & Chief Executive Officer remuneration by way of Basic Salary, Special Allowance, Performance Linked Incentive, other Allowances, Benefits and Perquisites as specified above, subject to approval of members of the Company, if so required.

### **III. Other Conditions:**

- (a) As long as Shri Y.S. Lodha functions as the Managing Director & CEO of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committees thereof.
- (b) Shri Y.S. Lodha, in the capacity of Managing Director & CEO, shall be considered as a Key Managerial Personnel (KMP) pursuant to the provisions of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- (c) In addition to his present appointment as the Managing Director & CEO of the Company, Shri Y.S. Lodha had also been appointed as "Managing Director & Chief Executive Officer" of a Promoter Company (Associate) viz. Universal Cables Limited and is drawing remuneration from the said Associate Company as well. However, the total remuneration drawn/ to be drawn by him from both the companies shall not generally exceed the higher of maximum limits admissible from any one of the companies of which he is a managerial person as prescribed under Section V of Part II of Schedule V to the Companies Act, 2013, subject to and read together with the applicable provisions of Sections I to IV of Part II of Schedule V to the Companies Act, 2013.



- (d) Shri Y.S. Lodha as Managing Director & CEO shall, devote his such time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and direction of the Board in connection with and in the best business interests of the Company and the business of any one or more of its Subsidiaries and Associates. However, he may hold Directorships in other companies and provide services to other group companies, bodies or institutions or any other executive body or any committee of such companies/ bodies or institutions including trust and societies, if permissible under applicable laws.
- (e) The Managing Director & CEO shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to the duties of the directors. He shall also adhere to the Company's Code of Conduct.
- (f) The terms and conditions of the Agreement for re-appointment of Shri Y.S. Lodha as the Managing Director & CEO of the Company may be altered, varied, modified or amended including remuneration as set out therein which may be increased/enhanced from time to time by the Board of Directors of the Company and/or the Nomination and Remuneration Committee as deemed appropriate.
- (g) The Company shall indemnify Shri Y.S. Lodha and keep him indemnified against all costs, expenses, losses, damages, penalties that he may incur or suffer in the course of attending or performing the Company's work including legal costs and expenses incurred by him in defending any dispute or proceedings in any Court of Law, Arbitration, etc.
- (h) The Agreement may be terminated by either Party (the Company or the Managing Director & CEO) by giving to other Party six calendar month's prior notice in writing of such termination or the Company paying six month's remuneration (including Basic Salary, Special Allowance, other Allowances and perquisites/benefits and pro-rata Performance Linked Incentive) in lieu of such notice to Shri Y.S. Lodha.
- (i) The said draft Agreement also contains further terms and conditions as to powers and authority of Shri Y.S. Lodha, non-participation in any selling agency of the Company, termination, mutual rights and obligations of the Company and Shri Y.S. Lodha, etc.

This Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out terms and conditions of re-appointment of Shri Y.S. Lodha as the Managing Director & CEO of the Company. The information/details of Shri Y.S. Lodha pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings (SS-2) are provided herein as also in the Annexure 'A' to this Notice.

Shri Y.S. Lodha has rich & varied experience in the industry & business and possesses vast expertise and extensive knowledge of the industry in which the Company operates besides impeccable track record of rendering services for more than thirty-eight (38) years in various capacities to cable companies all belonging to MP Birla Group. He is a seasoned executive in the Cable Industry, possesses exceptional interpersonal skills for implementation of plans and entrepreneurial issues with quick decision making. His strength lies in his ability to generate and communicate a vision and understand technology trends, setting up a path to fortify and expand the business and operations in methodical ways for higher return to stakeholders and improved risks management, take advantage of market timings to drive innovation and deliver contemporary solution to Company's domestic and global customers' base. Having regard to the professional and academic qualifications, experience and very long association of Shri Y.S. Lodha with the Company as well as its Associate/companies belonging to MP Birla Group and considering the overall performance of the Company and its growth during his tenure, the re-appointment of Shri Y.S. Lodha as Managing Director & CEO would be in the best interests of the business of the Company.

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Shri Y.S. Lodha has also conveyed his consent to continue to act as the Managing Director & CEO of the Company and has made the requisite disclosures and declarations. Accordingly, in compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions read with Schedule V of the Companies Act, 2013 and based on the recommendation of the Board & Nomination and Remuneration Committee, approval of the Members is sought by way of an Ordinary Resolution for re-appointment of Shri Y.S. Lodha as the Managing Director & CEO of the Company on the terms and conditions including remuneration as broadly set out hereinabove.

Save and except Shri Y.S. Lodha, being the appointee, none of the other Directors/Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. Shri Y.S. Lodha is not related to any other Directors or Key Managerial Personnel of the Company.

The Board of Directors recommends the Ordinary Resolution set out in Item No. 2 of the accompanying Notice for approval of the Members of the Company.

**ANNEXURE 'A'**

**Disclosures/additional information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ('SS-2') pertaining to Directors recommended for Appointment/Re-appointment, remuneration and other matters as referred to in the accompanying Notice.**

<b>Name of Director</b>	Smt. Srishti Lodha	Shri Y.S. Lodha
<b>DIN</b>	05320669	00052861
<b>Date of Birth &amp; Age</b>	December 12, 1993 (32 years)	April 3, 1964 (61 years)
<b>Nationality</b>	Indian	Indian
<b>Date of First Appointment on the Board of Directors of the Company</b>	May 22, 2025	October 27, 2006 He had worked in the capacity of Whole-Time Director of the Company from November 4, 2006 to November 3, 2009. Now, he has been working in the capacity of Managing Director of the Company since November 4, 2009.
<b>Qualifications</b>	Bachelor of Business Management, Singapore Management University	B.Com, FCA, ACS
<b>Experience (including nature of expertise in specific functional areas)/ brief resume</b>	Smt. Srishti Lodha has done Bachelor of Business Management (Major in Finance) from Singapore Management University, Singapore. She had worked as a Investment banking Analyst with J.P. Morgan Investment Bank, Singapore from year 2016-2019 and was consistently ranked amongst the highest performers. She has worked with large clients including CapitaLand, one of Asia's largest diversified real estate groups, on various transactions including strategic reviews and capital raising initiatives. She is presently associated with Lodha & Co., India under Corporate Finance Team. She has been awarded SINDA Excellence Award 2016 by then Prime Minister of Singapore Lee Hsien Loong for an outstanding performance in the field of academics. She is also actively involved in other voluntary work of spreading financial literacy amongst women to enable them to understand key concepts such as importance of saving, power of compounding, diversification, ring fencing of personal assets and budgeting.	Shri Y.S. Lodha has rich & varied experience in the industry & business and possesses vast expertise and extensive knowledge of the industry in which the Company operates besides impeccable track record of rendering services for more than thirty-eight (38) years in various capacities to cable companies all belonging to MP Birla Group. He is a seasoned executive in the Cable Industry, possesses exceptional interpersonal skills for implementation of plans and entrepreneurial issues with quick decision making. His strength lies in his ability to generate and communicate a vision and understand technology trends, setting up a path to fortify and expand the business and operations in methodical ways for higher return to stakeholders and improved risks management, take advantage of market timings to drive innovation and deliver contemporary solution to Company's domestic and global customers' base.
<b>Number of Shares held in the Company including shareholding as a beneficial owner</b>	NIL	NIL
<b>List of Directorships held in other companies*</b>	<b>Unlisted Companies:</b> City Consultants Private Limited City Holdings Private Limited	<b>Listed Companies:</b> Universal Cables Limited  <b>Unlisted Companies:</b> Birla Furukawa Fibre Optics Private Limited

<b>Chairman/Member of the Committees of the Boards of the Companies in which he is Director</b>		<b>Universal Cables Limited</b> <ul style="list-style-type: none"> <li>• <u>Member</u> - Stakeholders Relationship Committee</li> </ul> <b>Birla Furukawa Fibre Optics Private Limited</b> <ul style="list-style-type: none"> <li>• <u>Member</u> - Corporate Social Responsibility Committee</li> <li>• <u>Chairman</u> - Allocation Committee</li> </ul>
<b>Resignation from listed entities in the past three (3) years</b>	None	None
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	She is related to Shri Harsh V. Lodha, Non-Executive Chairman of the Company.	He is not related to any other Directors or Key Managerial Personnel of the Company.
<b>Number of Meetings of the Board attended during the year</b>	Not Applicable	4/4
<b>Terms and conditions of appointment</b>	Kindly refer Statement to the Notice under Section 102(1) of the Companies Act, 2013.	Re-appointment as the Managing Director & CEO of the Company, not liable to retire by rotation, for a further period of Five (5) consecutive years with effect from November 4, 2025 to November 3, 2030 on such terms and conditions as given in the Statement to the Notice under Section 102(1) of the Companies Act, 2013.
<b>Remuneration last drawn by such person, if applicable and Remuneration sought to be paid</b>	She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose, reimbursement of expenses for participating in the Board and other meetings as may be decided by the Board from time to time. In addition, compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) may also be paid as the Nomination and Remuneration Committee and the Board of Directors of the Company approve from time to time within the overall limit as prescribed or as may be permissible from time to time with regard to remuneration to the Non-Executive Directors of the Company.	Kindly refer Statement to the Notice under Section 102(1) of the Companies Act, 2013.

(\*) Number of other Directorships excludes directorships in foreign bodies corporate, companies incorporated under Section 8 of the Companies Act, 2013 and LLP's besides trustees/membership of Managing Committees of various trusts and other bodies/chambers.

**Registered Office:**

Udyog Vihar,  
P.O. Chorhata,  
Rewa - 486 006 (M.P.)

May 22, 2025

**By Order of the Board**  
**For Vindhya Telelinks Limited**

**(Dinesh Kapoor)**  
**Company Secretary**



## VINDHYA TELELINKS LIMITED

CIN: L31300MP1983PLC002134

Registered Office: Udyog Vihar, P.O. Chorhata, Rewa-486 006 (M.P.)  
Corporate Office: 5<sup>th</sup> Floor, Signature Tower III, Tower 'C', Sector 15-II,  
N.H-8, Near 32<sup>nd</sup> Avenue, Gurugram-122001 (Haryana)  
Telephone No.: (07662) 400400 •Fax No.: (07662) 400591  
E-mail: [headoffice@vtlrewa.com](mailto:headoffice@vtlrewa.com) •Website: <https://www.vtlrewa.com>

### POSTAL BALLOT FORM

**(Please read the instructions printed overleaf carefully before completing this form)**

Serial No.:

- (1) Name and Registered address of the sole/first named Shareholder :
- (2) Name(s) of the Joint holder(s), (if any) :
- (3) Registered Folio No./DP & Client ID No. :
- (4) Number of share(s) held :

I/We hereby exercise my/our vote in respect of the following Ordinary Resolutions to be passed through Postal Ballot for Special Business as stated in the Postal Ballot Notice dated May 22, 2025 of the Company by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate column below:

Sl. No	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Appointment of Smt. Srishti Lodha (DIN: 05320669) as a Non-Executive Non-Independent Director of the Company.			
2.	Re-appointment of Shri Y.S. Lodha (DIN: 00052861) as the Managing Director & Chief Executive Officer of the Company for a further period of Five (5) consecutive years with effect from November 4, 2025 to November 3, 2030.			

.....  
(Signature(s) of the Shareholder(s)/Authorised Representative)

Date : .....

Place : .....

#### Electronic Voting Particulars:

EVSN	USER ID	PASSWORD
250701009		

**NOTE:** In terms of SEBI Master Circular dated November 11, 2024, "Individual Shareholders holding shares of the Company in demat mode" can cast their vote, by way of single login credentials through their demat accounts/websites of Depositories/ Depository Participants.

## **INSTRUCTIONS**

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutiniser in the enclosed self-addressed postage pre-paid reply envelope. Postage will be borne and paid by Vindhya Telelinks Limited ("Company"). However, envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. This Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
3. The Postal Ballot shall not be exercised by a Proxy.
4. In case the equity shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Power of Attorney.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall be considered 'invalid'.
6. A Member need not use all his votes nor cast all his votes in the same way.
7. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
9. Notwithstanding anything mentioned elsewhere under these instructions, a Postal Ballot Form shall be considered invalid if:
  - a. It has not been signed by or on behalf of the Member;
  - b. Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company/Depository Participant, as the case may be;
  - c. It is not possible to determine without any doubt the assent or dissent of the Member;
  - d. Neither assent nor dissent is mentioned;
  - e. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
  - f. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - g. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
  - h. Member has made any amendment to the resolution or imposed any condition while exercising the vote.
10. Duly completed Postal Ballot Form should reach the Scrutiniser not later than the close of business hours at 5.00 P.M (IST) on Tuesday, August 12, 2025. The Postal Ballot Forms received post 5.00 P.M. on Tuesday, August 12, 2025 and onwards will be treated as 'invalid'.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutiniser.
12. A Member desirous of obtaining a duplicate Postal Ballot Form may, download the Postal Ballot Form from the Company's website, <https://www.vtlrewa.com> and send the duly completed and signed Postal Ballot Form so as to reach the Scrutiniser on or before 5.00 P.M. on Tuesday, August 12, 2025.
13. The Company is also offering e-Voting facility to its Members, to enable them to cast their votes electronically instead of returning duly filled Postal Ballot Form. Members desiring to opt for e-Voting are requested to follow the procedure as stated in Notes to the Postal Ballot Notice read together with instructions given thereunder.
14. Members of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-Voting. In case Members cast their votes through both the modes, valid voting done by e-Voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
15. The result of the Postal Ballot including e-Voting shall be declared on or before Thursday, August 14, 2025 at the Registered Office of the Company.
16. The Scrutiniser's decision on the validity of votes cast through Postal Ballot / e-Voting shall be final.

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