

VTL/CS/23-24/Reg-44(3)

12 SEP 2023

BSE Ltd.
Corporate Relationship Department,
1st 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 Sirs,

Sub: Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the voting results along with Consolidated Scrutiniser's Report on voting through Remote e-Voting and Poll conducted at the 40th Annual General Meeting (AGM) of the Company held on Monday, 11th September, 2023 at 2.30 P.M. at the registered office of the Company at Udyog Vihar, P.O. Chorhata, Rewa (M.P.) – 486 006.

1.	Date of AGM	11th September, 2023
2.	Total number of shareholders on record date (as on 4th September, 2023)	14945
3.	No. of shareholders present in the meeting either in person or through proxy	
	Promoters and Promoter Group	9
	Public	52
4.	No. of Shareholders attended the meeting through Video Conferencing	
	Promoters and Promoter Group	NIL
	Public	NIL



VINDHYA TELELINKS LIMITED

[2]

The details of voting results in respect of all Resolution(s) forming part of Ordinary and Special Businesses as set out in Item Nos. 1 to 5 of the Notice read together with Addendum to the Notice of the 40th Annual General Meeting of the Company are given in **Annexure 'A'**.

The Voting Results along with Scrutiniser's Report are also available on the Company's website, www.vtlrewa.com and on the website of Central Depository Services (India) Limited, www.evotingindia.com.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

For Vindhya Telelinks Limited



(Dinesh Kapoor)
Company Secretary



Encl: As above

Resolution 1(a):	Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/ resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5160205	5132205	99.46	3454730	1677475	67.31	32.69
	Poll		0		0	0	0.00	0.00
	Total		5132205		3454730	1677475	67.31	32.69
Public - Institutions	E-Voting	1376593	1270288	92.28	1270288	0	100.00	0.00
	Poll		0		0	0	0.00	0.00
	Total		1270288		1270288	0	100.00	0.00
Public - Non Institutions	E-Voting	5314065	1875160	35.29	1834360	40800	97.82	2.18
	Poll		0		0	0	0.00	0.00
	Total		1875160		1834360	40800	97.82	2.18
Total		11850863	8277653	69.85	6559378	1718275	79.24	20.76

Resolution 1(b):	Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and Report of Auditors thereon.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/ resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5160205	5132205	99.46	3454730	1677475	67.31	32.69
	Poll		0		0	0	0.00	0.00
	Total		5132205		3454730	1677475	67.31	32.69
Public - Institutions	E-Voting	1376593	1270288	92.28	244697	1025591	19.26	80.74
	Poll		0		0	0	0.00	0.00
	Total		1270288		244697	1025591	19.26	80.74
Public - Non Institutions	E-Voting	5314065	1875160	35.29	1834360	40800	97.82	2.18
	Poll		0		0	0	0.00	0.00
	Total		1875160		1834360	40800	97.82	2.18
Total		11850863	8277653	69.85	5533787	2743866	66.85	33.15



Resolution 2:	Declaration of Dividend on Equity Shares for the financial year ended 31st March, 2023.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/ resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5160205	3454730	66.95	3454730	0	100.00	0.00
	Poll		0		0	0	0.00	0.00
	Total		3454730		66.95	3454730	0	100.00
Public - Institutions	E-Voting	1376593	1277471	92.80	1277471	0	100.00	0.00
	Poll		0		0	0	0.00	0.00
	Total		1277471		92.80	1277471	0	100.00
Public - Non Institutions	E-Voting	5314065	1834960	34.53	1834960	0	100.00	0.00
	Poll		0		0	0	0.00	0.00
	Total		1834960		34.53	1834960	0	100.00
Total		11850863	6567161	55.42	6567161	0	100.00	0.00

Resolution 3:	Re-appointment of Shri Harsh V. Lodha (DIN: 00394094), as a Director, who retires by rotation.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/ resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5160205	5132205	99.46	3454730	1677475	67.31	32.69
	Poll		0		0	0	0.00	0.00
	Total		5132205		99.46	3454730	1677475	67.31
Public - Institutions	E-Voting	1376593	1277471	92.80	1203215	74256	94.19	5.81
	Poll		0		0	0	0.00	0.00
	Total		1277471		92.80	1203215	74256	94.19
Public - Non Institutions	E-Voting	5314065	1875160	35.29	1834278	40882	97.82	2.18
	Poll		0		0	0	0.00	0.00
	Total		1875160		35.29	1834278	40882	97.82
Total		11850863	8284836	69.91	6492223	1792613	78.36	21.64



Resolution 4:	Ratification of remuneration to be paid to Cost Auditors of the Company for the financial year ending on March 31, 2024.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/ resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5160205	5132205	99.46	5132205	0	100.00	0.00
	Poll		0		0	0.00	0.00	
	Total		5132205		99.46	5132205	0	0.00
Public - Institutions	E-Voting	1376593	1277471	92.80	1271681	5790	99.55	0.45
	Poll		0		0	0.00	0.00	
	Total		1277471		92.80	1271681	5790	99.55
Public - Non Institutions	E-Voting	5314065	1875160	35.29	1871071	4089	99.78	0.22
	Poll		0		0	0.00	0.00	
	Total		1875160		35.29	1871071	4089	99.78
Total		11850863	8284836	69.91	8274957	9879	99.88	0.12

Resolution 5:	Appointment of Dr. Dhanpat Ram Agarwal (DIN: 00322861) as a Non-Executive Non-Independent Director of the Company pursuant to notice received from a member under Section 160 of the Companies Act,20132.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/ resolution?	Yes							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5160205	5132205	99.46	1677475	3454730	32.69	67.31
	Poll		0		0	0.00	0.00	
	Total		5132205		99.46	1677475	3454730	32.69
Public - Institutions	E-Voting	1376593	1277471	92.80	12122	1265349	0.95	99.05
	Poll		0		0	0.00	0.00	
	Total		1277471		92.80	12122	1265349	0.95
Public - Non Institutions	E-Voting	5314065	1875160	35.29	48154	1827006	2.57	97.43
	Poll		0		0	0.00	0.00	
	Total		1875160		35.29	48154	1827006	2.57
Total		11850863	8284836	69.91	1737751	6547085	20.98	79.02



R. K. Mishra & Associates

Company Secretaries

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

CS RAJESH KUMAR MISHRA

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CS KISHOR KUMAR GUPTA

E-mail: cskishorgupta@gmail.com

Mob.: 91-9827784739

Ref.

Date

CONSOLIDATED SCRUTINISER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of 40th Annual General Meeting of the Members of Vindhya Telelinks Limited held on Monday, 11th September, 2023 at 2.30 P.M. at the Registered Office of the Company at Staff Health and Recreation Centre, Udyog Vihar, P.O. Chorhata, Rewa (M.P.)-486006

Sub: Consolidated Scrutiniser's Report on voting through Remote e-Voting and Poll at the 40th Annual General Meeting ("AGM") of Vindhya Telelinks Limited (hereinafter the "Company") in terms of provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir,

1. I, Rajesh Kumar Mishra, Company Secretary in practice, was appointed as a Scrutiniser by the Board of Directors of the Company for the Remote e-Voting process in a fair and transparent manner pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for the resolutions set out in the Notice dated 18th May, 2023 read together with Addendum to the Notice dated 12th August, 2023 for the 40th AGM of the members of the Company, held on 11th day of September, 2023 at 2.30 P.M. at the Registered Office of the Company at Staff Health and Recreation Centre, Udyog Vihar, P.O. Chorhata, Rewa – 486 006 (M.P.)
2. I and Shri Hemant Singh, Chartered Accountant in Practice were appointed as Scrutinisers by the Board of Directors of the Company for the purpose of scrutinising the voting through Ballot process (Poll) in a fair and transparent manner at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for the resolution(s) set out in the Notice dated 18th May, 2023 read together with Addendum to the Notice dated 12th August, 2023 for the 40th AGM of the members of the Company, held on 11th day of September, 2023 at 2.30 P.M. at the Registered Office of the Company at Staff Health and Recreation Centre, Udyog Vihar, P.O. Chorhata, Rewa – 486006 (M.P.)



3. In accordance with Sections 101, 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company has confirmed that the Electronic copy of the Notice convening 40th AGM of the Company, interalia, along with the process of electronic voting at the AGM and the Remote e-Voting were sent to the shareholders whose email address are registered with the Company/Depository Participant(s) for communication purpose.
4. The Company had availed the Remote e-Voting facility provided by the Central Depository Services (India) Limited (CDSL) for conducting the Remote e-Voting by the shareholders of the Company. The Remote e-Voting commenced on Thursday, the 7th September, 2023 at 9.00 A.M. and ended on Sunday, the 10th September, 2023 at 5.00 P.M. and the CDSL Remote e-Voting portal was blocked for voting thereafter.
5. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e. by Remote e-Voting) and voting through Ballot process (Poll) at the 40thAGM for the resolutions contained in the Notice dated 18th May, 2023 read together with Addendum to the Notice dated 12th August, 2023 for the 40th AGM of the members of the Company. My responsibility as a Scrutiniser for the voting process of voting through electronic means i.e. by Remote e-Voting and Poll at the 40thAGM of the Company is restricted to make a consolidated Scrutiniser's Report of the votes cast "in favour" or "against" the resolution(s) stated below.
6. Separate Scrutiniser's Report dated 12th September, 2023 on the Remote e-Voting and Scrutinisers Report dated 12th September, 2023 on the Poll have been issued on the resolution(s) contained in the Notice dated 18th May, 2023 read together with Addendum to the Notice dated 12th August, 2023 for the 40thAGM of the Company.
7. Based on reports generated from the e-Voting website of CDSL and the Poll conducted at the 40th AGM of the Company, the consolidated report on the results of voting in respect of Ordinary and Special Businesses as set out in the Notice dated 18th May, 2023 read together with Addendum to the Notice dated 12th August, 2023 which is an integral part of the original Notice Dated 18th May, 2023 for 40th AGM of the Company are given hereunder:

Resolution No. 1(a): As an Ordinary Resolution

Description of Resolution

ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
1	283	6559378	79.24	19	1718275	20.76	3	1214386



Resolution No. 1(b): As an Ordinary Resolution**Description of Resolution**

ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023 AND REPORT OF AUDITORS THEREON.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
1	282	5533787	66.85	20	2743866	33.15	3	1214386

Resolution No. 2: As an Ordinary Resolution**Description of Resolution**

DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023:

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
2	291	6567161	100.00	0	0	0.00	3	1214386

Resolution No. 3: As an Ordinary Resolution**Description of Resolution**

RE-APPOINTMENT OF SHRI HARSH V. LODHA (DIN: 00394094), AS A DIRECTOR, WHO RETIRES BY ROTATION:

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
3	267	6492223	78.36	37	1792613	21.64	3	1214386



Resolution No. 4: As an Ordinary Resolution**Description of Resolution**

RATIFICATION OF REMUNERATION TO BE PAID TO COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING ON MARCH 31, 2024.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
4	299	8274957	99.88	5	9879	0.12	3	1214386

Resolution No. 5: As an Ordinary Resolution**Description of Resolution**

APPOINTMENT OF DR. DHANPAT RAM AGARWAL (DIN: 00322861) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY PURSUANT TO NOTICE RECEIVED FROM A MEMBER UNDER SECTION 160 OF THE COMPANIES ACT, 2013.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
5	52	1737751	20.98	252	6547085	79.02	3	1214386

8. No vote has been polled on 1501 equity shares lying in unclaimed suspense account in respect of which voting rights remain frozen till the rightful owner of such shares claim the shares.
9. The Register and all other papers relating to Remote e-Voting as well that of Poll conducted through Ballot Process shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 40th Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping. The other relevant records were sealed and handover to the Company Secretary for safe keeping.
10. I have received emails dated 7th September, 2023 along with certified copy of resolution(s) dated 1st September, 2023 passed through circulation by the Managing Committee of three members viz. three Societies (collectively referred to as the "Societies") holding 12,14,386 number of equity shares (having equivalent votes) appointing Authorised Representatives to attend and vote at the AGM of the Company to be held on 11th September, 2023 and it has also been stated that there will be no voting by electronic means (Remote e-Voting) for and on behalf of the Societies. Thereafter, I received emails/letters dated 9th September, 2023 from a Member of the Managing Committee and Trustee in regard to the manner of exercise of voting rights by the Societies. Subsequently, the Authorised Representatives appointed by the Managing Committee of such Societies also attended the AGM and exercised voting rights through ballot process (Poll) conducted at the venue of the AGM.



I have also received e-mails/letters dated 7th September, 2023 from a Trustee of such Societies along with a certified copy of resolution(s) dated 29th August, 2023 passed by the Trustees of such Societies on the basis of which the said Societies have also cast their votes through Remote e-Voting.

There are several allegations and counter allegations in the aforesaid communication(s) and claim of right to cast votes on behalf of such Societies at the AGM of the Company. Even the resolutions furnished by the rival factions are diametrically divergent and in conflict with each other.

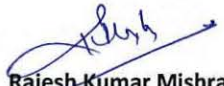
In the aforesaid circumstances, I am not in a position to verify the legality, validity, authenticity of these resolutions furnished by the rival factions and therefore I have not included 12,14,386 number of votes cast by the said Societies through Remote e-Voting and also through ballot process (Poll) in the results of voting and the same have been considered as Invalid Votes.

In any event, the results of voting on all the resolutions moved at the AGM of the Company will not be impacted in respect of which said Societies have cast their votes, even if such Invalid Votes would have been included in the consolidated results of voting.

Thanking You,

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




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

Place: Rewa (M.P.)
Date: 12th September, 2023
UDIN: F005383E000990873

Countersigned by:
For Vindhya Telelinks Limited




(Dinesh Kapoor)
Company Secretary
M. No.: F-6731