

Vindhya Telelinks Limited

Regd. Office : Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.) India.

Tel.: (07662) 400400 · Fax: (07662) 400591

E-Mail: headoffice@vtlrewa.com · Website: www.vtlrewa.com PAN No. AAACV7757J · CIN No. L31300MP1983PLC002134

GSTIN: 23AAACV7757J1Z0

VTL/CS/20-21/

19 AUG 2020

BSE Ltd.

Corporate Relationship Department, 1st Floor, New Trading Ring, Rotunda Building, P.J.Towers, Dalal Street, Fort,

MUMBAI-400 001

Company's Scrip Code: 517015

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: VINDHYATEL

Dear Sir,

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 hereby submit the voting results of the 37th Annual General Meeting of the Company held on Tuesday, 18th August, 2020 at 11.30 a.m. at the registered office of the Company situated at Udyog Vihar, P.O. Chorhata, Rewa (M.P.) – 486 006 alongwith the facility of Video Conferencing ("VC") or Other Audio Visual Means ('OAVM') . The mode of voting was remote evoting, electronic voting during the AGM and poll for the 37th Annual General Meeting (AGM) of the Company. The details of the Voting Results is as under:

1.	Date of AGM	18th August, 2020
2.	Total number of shareholders on record date (as on 11 th August, 2020)	12084
3.	No. of shareholders present in the meeting either in person or through proxy	
	Promoters and Promoter Group Public	10 44
4.	No. of Shareholders attended the meeting through Video Conferencing	
	Promoters and Promoter Group Public	NIL 26



REWA

Works: i) Plot No. 1, Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.)

ii) Plot No. 1-C & 1-D, Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.)

The details of voting results in respect of Ordinary/Special Resolutions for Ordinary as well as Special Businesses as set out under Item No(s) 1, 2, 3, 4, 5, 6, 7 and 8 of the Notice dated 1st June, 2020 for 37th AGM of the Company are given in Annexure 'A'.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

for Vindhya Telelinks Limited.

(Satyendu Pattnaik) Company Secretary

Encl: As above.

Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/ resolution? Category Promoter and Promoter Group Public - Institutions	Ordinary No	No. of	No. of votes polled (2) 5132205 0 5132205 1138184 0 1138184 2554847	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 99.46 96.27	No. of Votes -	No. of Votes -	% of Votes in favour on votes polled	
Whether promoter/ promoter group are interested in the agenda/ resolution? Category Promoter and Promoter Group Public - Institutions	Ordinary No Mode of Voting E-Voting Poll Total E-Voting Poll Total E-Voting	No. of shares held (1) 5160205	No. of votes polled (2) 5132205 0 5132205 1138184 0 1138184 2554847	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4) 5132205 0 5132205 1138184 0 1138184 2554847	No. of Votes - against (5) 0 0 0 0 0 0 0	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.00 100.00 100.00 100.00 100.00 100.00	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00 0.00 0.00
Whether promoter/ promoter group are interested in the agenda/ resolution? Category Promoter and Promoter Group Public - Institutions	No Mode of Voting E-Voting Poll Total E-Voting Poll Total	No. of shares held (1) 5160205	No. of votes polled (2) 5132205 0 5132205 1138184 0 1138184	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4) 5132205 0 5132205 1138184 0 1138184	No. of Votes - against (5) 0 0 0 0 0 0	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.00 100.00 0.00 0.00 100.00 100.00	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00 0.00
Whether promoter/ promoter group are interested in the agenda/ resolution? Category Promoter and Promoter Group	Ordinary No Mode of Voting E-Voting Poll Total E-Voting Poll	No. of shares held (1) 5160205	No. of votes polled (2) 5132205 0 5132205 1138184	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4) 5132205 0 5132205 1138184 0	No. of Votes - against (5) 0 0 0 0 0	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.00 100.00 100.00 0.00	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00
Whether promoter/ promoter group are interested in the agenda/ resolution? Category Promoter and Promoter Group	No Mode of Voting E-Voting Poll Total E-Voting	No. of shares held (1)	No. of votes polled (2) 5132205 0 5132205 1138184	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4) 5132205 0 5132205 1138184	No. of Votes - against (5) 0 0 0 0	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.00 0.00 100.00 100.00	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00
Whether promoter/ promoter group are interested in the agenda/ resolution? Category Promoter and Promoter Group	No Mode of Voting E-Voting Poll Total	No. of shares held (1)	No. of votes polled (2) 5132205 0 5132205	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4) 5132205 0 5132205	No. of Votes - against (5) 0 0	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.00 0.00 100.00	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00
Whether promoter/ promoter group are interested in the agenda/ resolution? Category	Ordinary No Mode of Voting E-Voting Poll	No. of shares held (1)	No. of votes polled (2) 5132205	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4) 5132205	No. of Votes - against (5) 0	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.00 0.00	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.00 0.00
Whether promoter/ promoter group are interested in the agenda/ resolution?	Ordinary No Mode of Voting E-Voting	No. of shares held	No. of votes polled (2) 5132205	% of Votes Polled on outstanding shares	No. of Votes - in favour (4) 5132205	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.00
Whether promoter/ promoter group are interested in the agenda/ resolution? Category	Ordinary No Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Whether promoter/ promoter group are interested in the agenda/ resolution?	Ordinary No Mode of	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
Whether promoter/ promoter group are interested in the agenda/ resolution?	Ordinary No Mode of	No. of	No. of votes	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour	% of Votes against
Whether promoter/ promoter group are interested in the agenda/ resolution?	Ordinary No							
Whether promoter/ promoter group are	Ordinary	year ended 31	st March, 2020.					each fully palu-up for
	Ordinary	year ended 31	st March, 2020.		-			each fully palu-up for
Resolution required: (Ordinary/ Special)		year ended 31	st March, 2020.		40 90 E			each fully palu-up for
								each fully paid-up for
Resolution 2:	Declaration o	of Dividend at t	the rate of Rs.10	0/- (Rupees Ten) only pe	r equity share o	of the face value	of Rs. 10/- (Rupees Ten)	each fully paid up for
Total		11850863	8820564	74.43	8758220	62344	99.29	0.71
Total	Total	5508396		46.30	2487831	62344	97.56	
	Poll		0		0	0	0.00	0.00
Public - Non Institutions	E-Voting		2550175		2487831	62344	97.56	2.44
	Total	1182262	1138184	96.27	1138184	0	100.00	
	Poll		0		0	0	0.00	
Public - Institutions	E-Voting		1138184		1138184	0	100.00	0.00
	Total	5160205	5132205	99.46	5132205	0	100.00	
	Poll	1	0		0	0	0.00	
Promoter and Promoter Group	E-Voting	(-)	5132205	(3)-[(2)/(1)] 100	5132205	(5)	(6)=[(4)/(2)]*100 100.00	(7)=[(5)/(2)]*100 0.00
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	against (5)	on votes polled	on votes polled
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes -	No. of Votes -	% of Votes in favour	
interested in the agenda/ resolution?								
Whether promoter/ promoter group are	No							
Resolution required. (Ordinary/ Special)			ectors and Audi	tors thereon.				
Resolution required: (Ordinary/ Special)	Ordinary	e buard of Dire					manetal year chaca wie	arch 31, 2020 and the
Resolution 1: Resolution required: (Ordinary/ Special)	reports of the	e Board of Dire	ciai statements	(Standalone & Consoli	dated) of the C	ompany for the	tinancial year ended Ma	21 2020 I II

Resolution 3:			acheta Majumo	lar (DIN: 00179118) as	a Director, who	o retires by rota	tion and being eligible o	ffered himself for re-
	appointment							9
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are	No							
interested in the agenda/ resolution?								
Category	Mode of	No. of	No of votes	% of Votes Polled on	No. of Votos	No. of Votes	% of Votes in favour	0/
	Voting	2000 TO 2000 T	polled	outstanding shares	in favour		5.00	
	voting	silares field	polieu	outstanding snares	in ravour	against	on votes polled	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		5132205		5132205	0		0.00
-	Poll		0		0	0	0.00	0.00
	Total	5160205	5132205	99.46	5132205	0	100.00	0.00
Public - Institutions	E-Voting		1138184		1138184	0	100.00	0.00
	Poll		0		0	0	0.00	0.00
	Total	1182262	1138184	96.27	1138184	0	100.00	0.00
Public - Non Institutions	E-Voting		2555347		2492478	62869	97.54	2.46
	Poll		0		0	0	0.00	0.00
	Total	5508396	2555347	46.39	2492478	0	97.54	0.00
Total		11850863	8825736	74.47	8762867	62869	99.29	0.71
		ncing from the	e conclusion of	37th AGM until the cond	clusion of 42nd	AGM of the Com	pany along with the rem	uneration.
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are	No							
interested in the agenda/ resolution?								
Category		No. of	No. of votes	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour	% of Votes against
Category			No. of votes	% of Votes Polled on outstanding shares	No. of Votes -	No. of Votes -	% of Votes in favour on votes polled	% of Votes against on votes polled
Category	Mode of	shares held	polled	outstanding shares	in favour	against	on votes polled	on votes polled
	Mode of Voting		polled (2)		in favour (4)	against (5)	on votes polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100
Category Promoter and Promoter Group	Mode of Voting E-Voting	shares held	(2) 5132205	outstanding shares	(4) 5132205	(5)	on votes polled (6)=[(4)/(2)]*100 100.00	on votes polled (7)=[(5)/(2)]*100 0.00
	Mode of Voting E-Voting Poll	shares held (1)	(2) 5132205 0	outstanding shares (3)=[(2)/(1)]*100	(4) 5132205 0	(5) 0	on votes polled (6)=[(4)/(2)]*100 100.00 0.00	on votes polled (7)=[(5)/(2)]*100 0.00 0.00
Promoter and Promoter Group	Mode of Voting E-Voting Poll Total	shares held	(2) 5132205 0 5132205	outstanding shares	(4) 5132205 0 5132205	(5) 0 0 0	on votes polled (6)=[(4)/(2)]*100 100.00 0.00 100.00	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00
	Mode of Voting E-Voting Poll Total E-Voting	shares held (1)	(2) 5132205 0	outstanding shares (3)=[(2)/(1)]*100	(4) 5132205 0	(5) 0 0 0 0 0 0	on votes polled (6)=[(4)/(2)]*100 100.00 100.00 100.00	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00
Promoter and Promoter Group	Mode of Voting E-Voting Poll Total E-Voting Poll	(1) 5160205	(2) 5132205 0 5132205 1138184	outstanding shares (3)=[(2)/(1)]*100 99.46	(4) 5132205 0 5132205 1138184	(5) 0 0 0 0 0 0 0 0 0	on votes polled (6)=[(4)/(2)]*100 100.00 0.00 100.00 100.00 0.00	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00
Promoter and Promoter Group Public - Institutions	Mode of Voting E-Voting Poll Total E-Voting Poll Total	shares held (1)	(2) 5132205 0 5132205 1138184 0 1138184	outstanding shares (3)=[(2)/(1)]*100	(4) 5132205 0 5132205 1138184 0 1138184	(5) 0 0 0 0 0	on votes polled (6)=[(4)/(2)]*100 100.00 0.00 100.00 0.00 100.00 100.00	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00 0.00
Promoter and Promoter Group	Mode of Voting E-Voting Poll Total E-Voting Poll Total E-Voting	(1) 5160205	(2) 5132205 0 5132205 1138184 0 1138184 2555347	outstanding shares (3)=[(2)/(1)]*100 99.46	(4) 5132205 0 5132205 1138184 0 1138184 2493003	(5) 0 0 0 0 0 0 0 0	on votes polled (6)=[(4)/(2)]*100 100.00 100.00 100.00 0.00 100.00 97.56	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00 0.00 2.44
Promoter and Promoter Group Public - Institutions	Mode of Voting E-Voting Poll Total E-Voting Poll Total E-Voting Poll Foll	\$hares held (1) 5160205	(2) 5132205 0 5132205 1138184 0 1138184 2555347 0	outstanding shares (3)=[(2)/(1)]*100 99.46	(4) 5132205 0 5132205 1138184 0 1138184 2493003 0	(5) 0 0 0 0 0 0 0 0 62344	on votes polled (6)=[(4)/(2)]*100 100.00 100.00 100.00 0.00 100.00 97.56 0.00	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00 2.44 0.00
Promoter and Promoter Group Public - Institutions	Mode of Voting E-Voting Poll Total E-Voting Poll Total E-Voting	(1) 5160205	(2) 5132205 0 5132205 1138184 0 1138184 2555347 0	outstanding shares (3)=[(2)/(1)]*100 99.46	(4) 5132205 0 5132205 1138184 0 1138184 2493003	(5) 0 0 0 0 0 0 0 0	on votes polled (6)=[(4)/(2)]*100 100.00 100.00 100.00 0.00 100.00 97.56	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00 0.00 2.44

Resolution 5:	Approval of r	elated party a	greement(s)/ar	rangement(s)/ transaction	on(s) with Unive	ersal Cables Limit	ed, a related party.	
Resolution required: (Ordinary/ Special)	Ordinary							<u> </u>
Whether promoter/ promoter group are	No. All the re	lated parties of	of the Company	abstained from the voti	ng in the propo	sed resolution		
interested in the agenda/ resolution?		,	,		ing in the prope	sea resolution.		
Category	Mode of	No. of	No. of votes	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour	% of Votes against
	Voting		polled	outstanding shares	in favour	against	on votes polled	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		237511		237511	0		
	Poll		0		0	0	0.00	0.00
	Total	5160205	237511	4.60	237511	0	100.00	
Public - Institutions	E-Voting		1138184		1138184	0	100.00	
	Poll		0		0	0	0.00	
	Total	1182262	1138184	96.27	1138184	0	100.00	
Public - Non Institutions	E-Voting		2555347		2493003	62344	97.56	
	Poll		0		0	0	0.00	
	Total	5508396	2555347	46.39	2493003	62344	97.56	
Total		11850863	3931042	33.17	3868698	62344	98.41	1.59
Resolution 6:	Re-appointme	ent of Shri Y.S ive) years effe	. Lodha (DIN: 0 ctive from 4th N	00052861) as Managing November, 2020 to 3rd N	Director & CEC	of the Compan	y not liable to retire by uneration.	•
Resolution required: (Ordinary/ Special)	Special							
Whether promoter/ promoter group are	No.							
interested in the agenda/ resolution?								
Category	Mode of	No. of	No. of votes	% of Votes Polled on	No. of Votes -	No. of Votes	% of Votes in favour	0/ of Votos against
	Voting			outstanding shares	in favour	against	on votes polled	on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	/E\	/C)_[/A) //2\]*400	(7) ((5) ((5)) + (5)

and agenda, resolution.								
Category	Mode of Voting		No. of votes polled		No. of Votes - in favour	757 E.S	% 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		5132205		5132205		100.00	
	Poll		0		0	0	0.00	
	Total	5160205	5132205	99.46	5132205	0	100.00	
Public - Institutions	E-Voting		1138184		1088437	49747	95.63	0.00
	Poll		0		0	0	0.00	
	Total	1182262	1138184	96.27	1088437	49747	95.63	
Public - Non Institutions	E-Voting		2555347		2492975	62372	97.56	
	Poll		0		0	0	0.00	
	Total	5508396	2555347	46.39	2492975	62372	97.56	
Total		11850863	8825736	74.47	8713617	112119		
TELELIA STORES	1-							

	Ratification year ending	of remuneration 31st March, 20	on to be paid to	Messers D. Sabyasach	i & Co., Cost a	ccountants, the (Cost Auditors of the Com	pany for the financia
Resolution required: (Ordinary/ Special)	Ordinary	913t (March, 20						
Whether promoter/ promoter group are interested in the agenda/ resolution?	No.							
Category	Mode o Voting	f 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 agains 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		5132205	, , , , , , , , , , , , , , , , , , , ,	5132205			0.0
	Poll		0		0	0	200.00	0.0
	Total	5160205	5132205	99.46	5132205	0		0.0
Public - Institutions	E-Voting		1138184		1138184	0		0.0
	Poll		0		0	0	0.00	0.00
	Total	1182262	1138184	96.27	1138184	0	100.00	0.00
Public - Non Institutions	E-Voting		2499075		2493003	6072	99.76	
	Poll		0		0	0	0.00	0.00
	Total	5508396		45.37	2493003	6072	99.76	0.24
Total	L	11850863	8769464	74.00	8763392	6072	99.93	0.07
Whether promoter/ promoter group are								
	No.							
interested in the agenda/ resolution?		f No. of	No. of votes	% of Votes Polled on	No. of Votes	No. of Votos	0/ of Votos in favour	N/ of Volume
interested in the agenda/ resolution?		f No. of shares held		% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -	% of Votes in favour on votes polled	% of Votes against on votes polled
interested in the agenda/ resolution? Category	Mode of Voting				Land to the second seco		on votes polled	on votes polled
interested in the agenda/ resolution? Category Promoter and Promoter Group	Mode of Voting	shares held	polled	outstanding shares	in favour	against	on votes polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100
Category Promoter and Promoter Group	Mode of Voting E-Voting Poll	shares held	polled (2)	outstanding shares	in favour (4)	against (5)	on votes polled (6)=[(4)/(2)]*100 100.00	on votes polled (7)=[(5)/(2)]*100 0.00
nterested in the agenda/ resolution? Category Promoter and Promoter Group	Mode of Voting E-Voting Poll Total	shares held	(2) 5132205 0 5132205	outstanding shares	in favour (4)	(5)	(6)=[(4)/(2)]*100 100.00	(7)=[(5)/(2)]*100 0.00 0.00
Category Promoter and Promoter Group Public - Institutions	Mode of Voting E-Voting Poll Total E-Voting	shares held (1)	(2) 5132205 0 5132205 1138184	outstanding shares (3)=[(2)/(1)]*100	(4) 5132205	(5) 0	(6)=[(4)/(2)]*100 100.00 0.00 100.00	(7)=[(5)/(2)]*100 0.00 0.00
Category Promoter and Promoter Group Public - Institutions	Mode of Voting E-Voting Poll Total E-Voting Poll	(1) 5160205	(2) 5132205 0 5132205 1138184	outstanding shares (3)=[(2)/(1)]*100 99.46	(4) 5132205 0 5132205 1138184	(5) 0 0 0	0n votes polled (6)=[(4)/(2)]*100 100.00 0.00 100.00 100.00 0.00	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00
Category Promoter and Promoter Group Public - Institutions	Mode of Voting E-Voting Poll Total E-Voting Poll Total	shares held (1)	(2) 5132205 0 5132205 1138184 0 1138184	outstanding shares (3)=[(2)/(1)]*100	(4) 5132205 0 5132205 1138184 0 1138184	(5) 0 0 0 0 0	0n votes polled (6)=[(4)/(2)]*100 100.00 100.00 100.00 0.00 100.00	0.00 (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00
Category Promoter and Promoter Group Public - Institutions	Mode of Voting E-Voting Poll Total E-Voting Poll Total E-Voting	(1) 5160205	(2) 5132205 0 5132205 1138184 0 1138184 2555347	outstanding shares (3)=[(2)/(1)]*100 99.46	(4) 5132205 0 5132205 1138184 0 1138184 2492471	(5) 0 0 0 0 0 0 0 0	0n votes polled (6)=[(4)/(2)]*100 100.00 100.00 100.00 0.00 100.00 97.54	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00 0.00 2.46
interested in the agenda/ resolution? Category Promoter and Promoter Group Public - Institutions Public - Non Institutions	Mode of Voting E-Voting Poll Total E-Voting Poll Total E-Voting Poll	shares held (1) 5160205 1182262	(2) 5132205 0 5132205 1138184 0 1138184 2555347	outstanding shares (3)=[(2)/(1)]*100 99.46 96.27	(4) 5132205 0 5132205 1138184 0 1138184 2492471	(5) 0 0 0 0 0 0 0 0 62876	0n votes polled (6)=[(4)/(2)]*100 100.00 100.00 100.00 100.00 97.54 0.00	0n votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00 2.46
Category Promoter and Promoter Group Public - Institutions Public - Non Institutions	Mode of Voting E-Voting Poll Total E-Voting Poll Total E-Voting	\$hares held (1) 5160205 1182262 5508396	(2) 5132205 0 5132205 1138184 0 1138184 2555347 0 2555347	outstanding shares (3)=[(2)/(1)]*100 99.46 96.27 46.39	(4) 5132205 0 5132205 1138184 0 1138184 2492471 0 2492471	(5) 0 0 0 0 0 0 0 62876 0 62876	0n votes polled (6)=[(4)/(2)]*100 100.00 100.00 100.00 100.00 97.54 0.00 97.54	0n votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00 2.46 0.00 2.46
Interested in the agenda/ resolution? Category Promoter and Promoter Group Public - Institutions Public - Non Institutions	Mode of Voting E-Voting Poll Total E-Voting Poll Total E-Voting Poll	shares held (1) 5160205 1182262	(2) 5132205 0 5132205 1138184 0 1138184 2555347	outstanding shares (3)=[(2)/(1)]*100 99.46 96.27	(4) 5132205 0 5132205 1138184 0 1138184 2492471	(5) 0 0 0 0 0 0 0 62876 0 62876	0n votes polled (6)=[(4)/(2)]*100 100.00 100.00 100.00 100.00 97.54 0.00 97.54	0n votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00 0.00 0.00 2.44 0.00

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 MISITRA

E-mail: rkmaoffice@gmail.com Mob.: 91-9425172829, 9685837829



CS KISHOR KUMAR GUPTA

E-mail:cskishorgupta@gmail.com

Mob.: 91-9827784739

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Consolidated Scrutinizer'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 37th Annual General Meeting of the Members of Vindhya Telelinks Limited held on Tuesday, 18th August, 2020 at the Registered Office of the Company at Staff Health and Recreation Centre, Udyog Vihar, P.O. Chorhata, Rewa (M.P.)-485006 alongwith the facility of Video Conferencing ("VC") or Other Audio Visual Means ('OAVM')

Sub: Consolidated Scrutinizer's Report on voting through Remote E-voting, Electronic Voting and Poll at the 37th Annual General Meeting ("AGM") of Vindhya Telelinks Ltd. ("hereinafter the "Company") in terms of provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the General Circulars No. 20/2020 dated 5th May, 2020, read with circulars dated 8th April, 2020 and 13th April, 2020 issued by the Ministry of Corporate Affairs ("MCA") and in accordance with the circular dated 12th May, 2020 issued by the Securities and Exchange Board of India ('SEBI') commonly referred to as "MCA & SEBI Circulars"

Dear Sir,

I, Rajesh Kumar Mishra, Company Secretary in Practice, was appointed as a Scrutinizer by the Board of Directors of the Company for the Remote E-voting process as well as to scrutinize the Electronic Voting and Poll through Ballet Process conducted at the Annual General Meeting ("AGM") in 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 by the Companies (Management and Administration) Amendment Rules, 2015 for the resolutions set out in the Notice dated 1st June, 2020 for the 37th AGM of the members of the Company, held on 18th day of August, 2020 at 11.30 A.M. at the Registered Office of the Company at Staff Club Building, Udyog Vihar, P.O. Chorhata, Rewa (M.P.) - 486006 alongwith the facility of Video Conferencing ("VC") or Other Audio Visual Means ('OAVM').



- 2. I and Shri Hemant Singh, Chartered Accountant in Practice were appointed as Scrutinizers by the Board of Directors of the Company for the purpose of scrutinizing the voting through ballot process (Poll) in fair and transparent manner at the AGM as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 for the resolutions set out in the Notice dated 1st June, 2020 for the 37th AGM of the members of the Company, held on 18th day of August, 2020 at 11.30 A.M. at the Registered Office of the Company at Staff Club Building, Udyog Vihar, P.O. Chorhata, Rewa (M.P.) 486006 alongwith the facility of Video Conferencing ("VC") or Other Audio Visual Means ('OAVM').
- 3. Pursuant to Sections 101, 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (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 37th AGM of the Company interalia alongwith the process of Electronic Voting at the AGM and the Remote E-voting were sent to the members whose email address are registered with the Company/Depository Participant(s) for communication purpose in compliance with MCA & SEBI Circulars.
- 4. The Company had appointed Central Depository Services (India) Limited (CDSL) for conducting the Electronic Voting by the members of the Company at the AGM and who did not cast their vote through Remote E-voting. After the closing of Electronic Voting at AGM, voting was closed and votes cast were unblocked.
- 5. The Company had availed the Remote E-voting facility provided by CDSL for conducting the Remote E-voting by the members of the Company. The Remote E-voting commenced on Friday, August, 14, 2020 at 9.00 A.M. and ended on Monday, August 17, 2020 at 5.00 P.M. and the CDSL Remote E-voting portal was blocked for voting thereafter.
- 6. 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 Electronic Voting during the AGM) and voting through ballot process (Poll) at the 37th AGM for the resolutions contained in the Notice dated 1st June, 2020 for the 37th AGM of the members of the Company. My responsibility as a Scrutinizer for the voting process of voting through electronic means (i.e. by Remote E-voting and Electronic Voting during the AGM) and Poll at the 37th AGM of the Company is restricted to make a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above.
- 7. Separate Scrutinizer's Report dated 19th August, 2020 on the Remote E-voting and Electronic Voting during the AGM and Scrutinizers Report dated 19th August, 2020 on the poll have been issued on the resolutions contained in the Notice dated 1st June, 2020 for the 37th AGM of the Company.
- Based on reports generated from the e-voting website of CDSL and the poll at the 37th AGM of the Company, the consolidated report on the results of voting in respect of Ordinary/Special

Resolutions for Ordinary as well as Special Businesses as set out under Item No(s) 1, 2, 3, 4, 5, 6, 7 and 8 of the Notice dated 1st June, 2020 for 37th AGM of the Company are given hereunder:

Resolution No. 1: As an Ordinary Resolution

Description of Resolution

ADOPTION OF AUDITED FINANCIAL STATEMENTS (STANDALONE & CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

Resolution No.	V	otes in favo	our	V	otes agair	nst	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	125	8758220	99.29	8	62344	0.71	NIL	NIL	

Resolution No. 2: As an Ordinary Resolution

Description of Resolution

DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020.

Resolution No.	V	otes in favo	our	V	otes agair	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	129	8825236	100	NIL	NIL	NIL	NIL	NIL

Resolution No. 3: As an Ordinary Resolution

Description of Resolution

RE-APPOINTMENT OF SHRI PRACHETA MAJUMDAR (DIN: 00179118) AS A DIRECTOR, WHO RETIRES BY ROTATION.



Resolution No.	V	otes in fav	our		Votes agair	nst	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	124	8762867	99.29	10	62869	0.71	NIL	NIL	

Resolution No. 4: As an Ordinary Resolution

Description of Resolution

APPOINTMENT OF MESSERS BGJC & ASSCIATES LLP., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS COMMENCING FROM THE CONCLUSION OF 37^{TH} AGM UNTIL THE CONCLUSION OF 42^{ND} AGM OF THE COMPANY.

Resolution No.	V	otes in favo	our	V	otes agair	nst	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	126	8763392	99.29	8	62344	0.71	NIL	NIL	

Resolution No. 5: As an Ordinary Resolution

Description of Resolution

APPROVAL OF RELATED PARTY AGREEMENT(S)/ARRANGEMENT(S)/TRANSACTION(S) WITH UNIVERSAL CABLES LIMITED, A RELATED PARTY.

Resolution No.	V	otes in favo	our	v	otes agair	nst	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	120	3868698	98.41	8	62344	1.59	NIL	NIL	

Resolution No. 6: As a Special Resolution

Description of Resolution



RE-APPOINTMENT OF SHRI Y.S. LODHA (DIN: 00052861) AS MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY NOT LIABLE TO RETIRE BY ROTATION, FOR A FURTHER PERIOD OF 5 (FIVE) CONSECUTIVE YEARS EFFECTIVE FROM 4TH NOVEMBER, 2020 TO 3RD NOVEMBER, 2025 ALONGWITH REMUNERATION.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes	% 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
6	117	8713617	98.73	17	112119	1.27	NIL	NIL

Resolution No. 7: As an Ordinary Resolution

Description of Resolution

RATIFICATION OF REMUNERATION TO BE PAID TO COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING MARCH 31, 2021.

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
7	126	8763392	99.93	4	6072	0.07	NIL	NIL

Resolution No. 8: As a Special Resolution

Description of Resolution

PAYMENT OF ANNUAL REMUNERATION/COMPENSATION FOR THE FINANCIAL YEAR 2020-21 TO SHRI HARSH V. LODHA, (DIN: 00394094) NON-EXECUTIVE CHAIRMAN OF THE COMPANY, WHICH MAY EXCEED FIFTY PERCENT OF THE TOTAL ANNUAL REMUNERATION/COMPENSATION PAYABLE TO ALL NON-EXECUTIVE DIRECTORS OF THE COMPANY.



Resolution No.	Votes in favour			V	otes agair	Invalid votes (Please refer Note 1)		
	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
. 8	122	8762860	99.29	12	62876	0.71	NIL	NIL

- No vote has been polled on 1701 equity shares lying in unclaimed suspense account in respect of which voting rights remain frozen till the rightful owners of such shares claim the shares.
- 10. The Register and all other papers relating to Remote E-voting, Electronic Voting during the AGM 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 37th Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping. The other relevant records were sealed and handover to the Company Secretary of the Company for safe keeping.

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P.O.

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.) – 486 006 Date: 19th August, 2020

UDIN: F005383B000594048

Countersigned by:

For Vindhya Telelinks Limited

(Y. S. Lodha) Managing Director & CEO

DIN: 00052861