

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

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,

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 e-voting, 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 | 18 th 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 | 10 |
| | Public | 44 |
| 4. | No. of Shareholders attended the meeting through Video Conferencing | |
| | Promoters and Promoter Group | NIL |
| | Public | 26 |



[2]

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.

VINDHYA TELELINKS LIMITED

ANNEXURE 'A'

| | | | | | | | | |
|---|---|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Resolution 1: | Adoption of Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2020 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 | 5132205 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | | 0 | 0.00 | 0.00 | |
| | Total | | 5132205 | | 0 | 100.00 | 0.00 | |
| Public - Institutions | E-Voting | 1182262 | 1138184 | 96.27 | 1138184 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | | 0 | 0.00 | 0.00 | |
| | Total | | 1138184 | | 0 | 100.00 | 0.00 | |
| Public - Non Institutions | E-Voting | 5508396 | 2550175 | 46.30 | 2487831 | 62344 | 97.56 | 2.44 |
| | Poll | | 0 | | 0 | 0.00 | 0.00 | |
| | Total | | 2550175 | | 62344 | 97.56 | 2.44 | |
| Total | | 11850863 | 8820564 | 74.43 | 8758220 | 62344 | 99.29 | 0.71 |

| | | | | | | | | |
|---|--|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Resolution 2: | Declaration of Dividend at the rate of Rs.10/- (Rupees Ten) only per equity share of the face value of Rs. 10/- (Rupees Ten) each fully paid-up for the financial year ended 31st March, 2020. | | | | | | | |
| 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 | | 0 | 100.00 | 0.00 | |
| Public - Institutions | E-Voting | 1182262 | 1138184 | 96.27 | 1138184 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | | 0 | 0.00 | 0.00 | |
| | Total | | 1138184 | | 0 | 100.00 | 0.00 | |
| Public - Non Institutions | E-Voting | 5508396 | 2554847 | 46.38 | 2554847 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | | 0 | 0.00 | 0.00 | |
| | Total | | 2554847 | | 0 | 100.00 | 0.00 | |
| Total | | 11850863 | 8825236 | 74.47 | 8825236 | 0 | 100.00 | 0.00 |



| | | | | | | | | |
|---|--|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Resolution 3: | Re-appointment of Shri Pracheta Majumdar (DIN: 00179118) as a Director, who retires by rotation and being eligible offered himself for re-appointment. | | | | | | | |
| 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 | | 5132205 | | 5132205 | 0 | 100.00 | 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 |

| | | | | | | | | |
|---|--|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Resolution 4: | Appointment of Messes BGJC & Associates LLP. Chartered Accountants as Statutory Auditors of the Company for a term of 5 (five) consecutive years commencing from the conclusion of 37th AGM until the conclusion of 42nd AGM of the Company along with the remuneration. | | | | | | | |
| 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 | | 5132205 | | 5132205 | 0 | 100.00 | 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 | | 2493003 | 62344 | 97.56 | 2.44 |
| | Poll | | 0 | | 0 | 0 | 0.00 | 0.00 |
| | Total | 5508396 | 2555347 | 46.39 | 2493003 | 62344 | 97.56 | 2.44 |
| Total | | 11850863 | 8825736 | 74.47 | 8763392 | 62344 | 99.29 | 0.71 |



| | | | | | | | | |
|---|---|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Resolution 5: | Approval of related party agreement(s)/arrangement(s)/ transaction(s) with Universal Cables Limited, a related party. | | | | | | | |
| Resolution required: (Ordinary/ Special) | Ordinary | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/ resolution? | No. All the related parties of the Company abstained from the voting in the proposed resolution. | | | | | | | |
| 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 | 237511 | 4.60 | 237511 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | | 0 | 0.00 | 0.00 | |
| | Total | | 237511 | | 0 | 100.00 | 0.00 | |
| Public - Institutions | E-Voting | 1182262 | 1138184 | 96.27 | 1138184 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | | 0 | 0.00 | 0.00 | |
| | Total | | 1138184 | | 0 | 100.00 | 0.00 | |
| Public - Non Institutions | E-Voting | 5508396 | 2555347 | 46.39 | 2493003 | 62344 | 97.56 | 2.44 |
| | Poll | | 0 | | 0 | 0.00 | 0.00 | |
| | Total | | 2555347 | | 46.39 | 2493003 | 62344 | 97.56 |
| Total | | 11850863 | 3931042 | 33.17 | 3868698 | 62344 | 98.41 | 1.59 |

| | | | | | | | | |
|---|---|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Resolution 6: | Re-appointment of Shri Y.S. Lodha (DIN: 00052861) as Managing Director & CEO of the Company not liable to retire by rotation, for a further period of 5 (five) years effective from 4th November, 2020 to 3rd November, 2025 along with remuneration. | | | | | | | |
| Resolution required: (Ordinary/ Special) | Special | | | | | | | |
| 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 | 100.00 |
| Public - Institutions | E-Voting | 1182262 | 1138184 | 96.27 | 1088437 | 49747 | 95.63 | 4.37 |
| | Poll | | 0 | | 0 | 0.00 | 0.00 | |
| | Total | | 1138184 | | 96.27 | 1088437 | 49747 | 95.63 |
| Public - Non Institutions | E-Voting | 5508396 | 2555347 | 46.39 | 2492975 | 62372 | 97.56 | 2.44 |
| | Poll | | 0 | | 0 | 0.00 | 0.00 | |
| | Total | | 2555347 | | 46.39 | 2492975 | 62372 | 97.56 |
| Total | | 11850863 | 8825736 | 74.47 | 8713617 | 112119 | 98.73 | 1.27 |



| | | | | | | | | | |
|---|--|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|--|
| Resolution 7: | Ratification of remuneration to be paid to Messers D. Sabyasachi & Co., Cost accountants, the Cost Auditors of the Company for the financial year ending 31st March, 2021. | | | | | | | | |
| 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 | 0.00 | 0.00 | |
| | Total | | 5132205 | | 0 | 100.00 | 0.00 | | |
| Public - Institutions | E-Voting | 1182262 | 1138184 | 96.27 | 1138184 | 0 | 100.00 | 0.00 | |
| | Poll | | 0 | | 0 | 0.00 | 0.00 | | |
| | Total | | 1138184 | | 0 | 100.00 | 0.00 | | |
| Public - Non Institutions | E-Voting | 5508396 | 2499075 | 45.37 | 2493003 | 6072 | 99.76 | 0.24 | |
| | Poll | | 0 | | 0 | 0.00 | 0.00 | | |
| | Total | | 2499075 | | 0 | 99.76 | 0.24 | | |
| Total | | 11850863 | 8769464 | 74.00 | 8763392 | 6072 | 99.93 | 0.07 | |

| | | | | | | | | | |
|---|--|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|--|
| Resolution 8: | 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 required: (Ordinary/ Special) | Special | | | | | | | | |
| 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 | 0.00 | 0.00 | |
| | Total | | 5132205 | | 0 | 100.00 | 0.00 | | |
| Public - Institutions | E-Voting | 1182262 | 1138184 | 96.27 | 1138184 | 0 | 100.00 | 0.00 | |
| | Poll | | 0 | | 0 | 0.00 | 0.00 | | |
| | Total | | 1138184 | | 0 | 100.00 | 0.00 | | |
| Public - Non Institutions | E-Voting | 5508396 | 2555347 | 46.39 | 2492471 | 62876 | 97.54 | 2.46 | |
| | Poll | | 0 | | 0 | 0.00 | 0.00 | | |
| | Total | | 2555347 | | 0 | 97.54 | 2.46 | | |
| Total | | 11850863 | 8825736 | 74.47 | 8762860 | 62876 | 99.29 | 0.71 | |



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



CS KISHOR KUMAR GUPTA
E-mail: cskishorgupta@gmail.com
Mob.: 91-9827784739

Ref.

Date

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.)- 486006 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,

1. 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.
8. 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. | 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 | 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. | 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 | 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. | 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 | 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 37TH AGM UNTIL THE CONCLUSION OF 42ND AGM OF THE COMPANY.

| 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 | 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. | 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 | 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 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 |
| 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 | | | Votes against | | | 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 |

9. 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.

Thanking You,

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



Rajesh Kumar Mishra
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
(Y. S. Lodha)
Managing Director & CEO
DIN: 00052861