



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/21-22/

22 NOV 2021

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(s),

**Sub: Submission of Postal Ballot Notice pursuant to Regulation 30 of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to the captioned subject and our letter regarding outcome of the Board Meeting held on 11th November, 2021, please find attached the Postal Ballot Notice dated 11th November, 2021 seeking approval of members of the Company by way of Remote e-Voting process, for the appointment of Shri Priya Shankar Dasgupta (DIN: 00012552) as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years with effect from 21st November, 2021.

Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 19th November, 2021 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Share Transfer Agents ("RTA") of the Company/Depositories.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide Remote e-Voting facility to all its members. The e-Voting facility will be available during the following period:

Commencement of Remote e-Voting: 9:00 A.M (IST) on Tuesday, November 23, 2021

End of Remote e-Voting: 5:00 P.M. (IST) on Wednesday, December 22, 2021

The Postal Ballot Notice is also available on the website of the Company; www.vtlrewa.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 - 486 006 (M.P.)

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



VINDHYA TELELINKS LIMITED

CIN: L31300MP1983PLC002134

Registered 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

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given that the resolution set out below is proposed to be passed by the members of Vindhya Telelinks Limited ("the Company") by means of Postal Ballot, only by way of Remote e-Voting process ("e-Voting"), pursuant to Sections 108, 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other laws, Rules and Regulations as may be applicable, including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto for your consideration.

In accordance with the MCA Circulars, members can vote only through the remote e-Voting process. Accordingly, the Company is pleased to provide Remote e-Voting facility to all its members to cast their votes electronically. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-Voting facility. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Wednesday, 22nd December, 2021 (the last day to cast vote electronically) to be eligible for being considered.

SPECIAL BUSINESS:

Appointment of Shri Priya Shankar Dasgupta as a Non-Executive Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee of the Company, Shri Priya Shankar Dasgupta (DIN: 00012552), who was appointed as an Additional Director 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 his candidature for the office of Director of the Company under Section 160 of the Companies Act, 2013, be appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from 21st November, 2021 to 20th November, 2026.

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

Registered Office:

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

11th November, 2021

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

**Dinesh Kapoor
(Company Secretary)**

NOTES FOR MEMBERS' ATTENTION

1. The Board of Directors of the Company at its Meeting held on 11th November, 2021, has approved the issuance of this Postal Ballot Notice. The relative Explanatory Statement pursuant to Section 102(1) of the Act read with Rules in respect of item of Special Business as set out in the Postal Ballot Notice is annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 19th November, 2021 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Share Transfer Agents ("RTA") of the Company/Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.vtlrewa.com, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through the concerned Depository Participant(s). Members who hold shares in physical form are requested to register their e-mail addresses with the Registrar and Share Transfer Agents of the Company - Messrs Link Intime India Pvt. Ltd. at rnt.helpdesk@linkintime.co.in providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy).
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the Remote e-Voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-Voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. **Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. The voting rights for equity shares are one vote per equity share registered in the name of the Members.**
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated 9th December, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of CDSL as the agency to provide e-Voting facility. The instructions for e-Voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. The e-Voting period commences at 9:00 A.M. (IST) on Tuesday, 23rd November, 2021 and ends at 5:00 P.M. (IST) on Wednesday, 22nd December, 2021. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The resolution, if approved by the members with requisite majority, shall be deemed to have been passed on the last date of e-Voting i.e. Wednesday, 22nd December, 2021. The resolution passed by the Members through this Postal Ballot is deemed to have been passed as if it has been passed at a General Meeting of Members of the Company.
10. The Board of Directors has appointed Shri Rajesh Kumar Mishra (Certificate of Practice No. 4433), Partner, R.K. Mishra & Associates, Company Secretaries in whole time practice or failing him Shri Hemant Singh (Membership No. 413566), Practising Chartered Accountant as the Scrutiniser(s) for conducting the Postal Ballot, through the e-Voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
11. The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman of the Company or a person authorized by him in writing in that behalf, who shall countersign the same and declare the result of the voting forthwith. The result of e-Voting will be announced on or before Friday, 24th December, 2021, and will be displayed on the Company's website www.vtlrewa.com and will also be communicated to the Stock Exchanges, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"). The Company will also display the result of the Postal Ballot at its Registered Office as well as Corporate Office.
12. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to headoffice@vtlrewa.com.

13. **The instructions for members voting electronically are as under:**

- (i) The voting period begins on Tuesday, the 23rd November, 2021 at 9.00 A.M. (IST) and ends on Wednesday, the 22nd December, 2021 at 5.00 P.M. (IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of November 19, 2021, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide Remote e-Voting facility to its shareholders, in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting 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 ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

- (iii) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. The Individual Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ul style="list-style-type: none"> (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 are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. (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 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 your vote during the Remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers website directly. (3) If the user is not registered for Easi/Easiest, option to register is available. https://web.cdslindia.com/myeasi/Registration/EasiRegistration at (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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>(1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com 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. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the Remote e-Voting period.</p> <p>(2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>(3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you 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 you will be redirected to e-Voting service provider website for casting your vote during the Remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the Remote 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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical form.**

- (1) The shareholders should log on to the e-voting website www.evotingindia.com.
- (2) Click on “Shareholders” module.
- (3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (4) Next enter the Image Verification as displayed and Click on Login.
- (5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- (6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • 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 as mentioned in instruction (3).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders 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>** on which you choose to vote.
- (ix) On the voting page, you 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 you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You 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) Facility for Non – Individual Shareholders and Custodians – Remote e-Voting

- Institutional Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- Alternatively, Institutional Members and Custodians are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, by e-mail to the Scrutiniser at rkmaoffice@gmail.com and to the Company at headoffice@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 SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA e-mail id**.
2. For Demat shareholders - Please update your e-mail id & mobile number with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your e-mail id & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Postal Ballot Notice:

The Board of Directors of the Company, based upon the recommendation/selection of the Nomination and Remuneration Committee, in its meeting held on November 11, 2021 and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, has appointed Shri Priya Shankar Dasgupta (DIN: 00012552) as an Additional Director designated as Non-Executive Independent Director of the Company for a period of five (5) consecutive years with effect from November 21, 2021, subject to the approval of the members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Shri Priya Shankar Dasgupta would require the approval of the members of the Company by March 31, 2022.

Shri Priya Shankar Dasgupta has given his consent in writing to act as an Independent Director of the Company and has furnished necessary declarations to the Board of Directors that he meets the criteria of independence as provided under Section 149 (6) of the Act and Regulation 16 (1)(b) of the Listing Regulations. Further as per the declarations received by the Company, Shri Priya Shankar Dasgupta is not disqualified to be appointed as a Director in terms of Section 164 of the Act. The Company has also received a declaration from him in writing to the effect that he is not debarred from holding the office of director by virtue of any Order issued by the Securities Exchange Board of India or any other such authority.

The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

In the opinion of the Board, Shri Priya Shankar Dasgupta fulfils the conditions for appointment as an Independent Director as specified in the Act read with the Rules framed thereunder and the Listing Regulations. Shri Priya Shankar Dasgupta is a person of integrity and possess appropriate skills, experience, knowledge and qualification in his field which is beneficial to the interests of the Company.

Brief profile and additional information in respect of Shri Priya Shankar Dasgupta including nature of expertise and shareholding in the Company, etc. are given in Annexure to this Postal Ballot 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. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) as permissible to the Non-Executive Directors including Independent Directors of the Company.

Copy of the draft letter of appointment of Shri Priya Shankar Dasgupta setting out the terms and conditions of appointment is available on the website of the Company, www.vtlrewa.com and shall also be available for inspection by the members electronically.

Having regard to the qualifications, knowledge and vast experience of Shri Priya Shankar Dasgupta, his appointment on the Board of Directors of the Company as an Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommends the said Ordinary Resolution to be passed by the Members by way of Postal Ballot.

Save and except Shri Priya Shankar Dasgupta, none of the Directors or 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.

ANNEXURE TO THE POSTAL BALLOT NOTICE DATED NOVEMBER 11, 2021

Brief Details of Director seeking appointment

[In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India]

Name of Director	Shri Priya Shankar Dasgupta
DIN	00012552
Date of Birth & Age	30 June, 1955 / 66 Years
Nationality	Indian
Date of First Appointment on the Board of Directors of the Company	November 21, 2021
Qualifications	<ol style="list-style-type: none"> 1. Bachelor of Law (LLB), Faculty of Law, Delhi University 2. Bachelor of Arts (B.A. Economics Hons. – Delhi University) 3. Post Graduate Diploma in Corporate Laws and Labour Law from Indian Law Institute, Delhi
Experience (including nature of expertise in specific functional areas)/brief resume	<p>Shri Priya Shankar Dasgupta has been engaged in the practice of Corporate Law since 1978. After a long stint with the India's foremost Corporate Law Firm J.B. Dadachanji & Co. for over 15 years, he founded in 1992 his own Law Firm, New Delhi Law Offices, offering full spectrum of services in the areas of strategic investments both in and outbound, entry strategy, mergers, acquisitions and restructuring, consolidation and liquidation, finance, securities and capital markets, infrastructure, technology transfer, anti-dumping and real estate. Shri Priya Shankar Dasgupta is a specialist, inter alia, in structuring and negotiation of Joint Ventures and Foreign Collaborations & devising entry strategies. As New Delhi Law Offices acquired a substantial global presence, it was repositioned and rechristened as Asia Law Offices (ALO) effective from November, 2020.</p> <p>He is also actively associated with leading Educational Institutes serving as Promoter /Director on DPS – Dubai and Sharjah in UAE and Jodhpur in India and regularly advising several leading corporates in Nepal, UAE and Kenya.</p>
Number of Shares held in the Company	Nil
List of Directorships held in other companies*	<ol style="list-style-type: none"> 1. RSWM Limited 2. Maral Overseas Limited 3. Ester Industries Limited 4. Cummins India Limited 5. Timken India Limited 6. Otis Elevator Co (India) Limited 7. Snap-On Tools Private Limited 8. Interstar Edu- Serve Private Limited 9. Interstar Financial Services Limited 10. Das Gupta Consulting Private Limited 11. NDLO Secretarial Services Private Limited 12. NDLO Business Consulting Private Limited 13. SSSA Family Private Limited
Chairman/Member of the Committees of the Boards of the Companies in which he is Director	<p>Maral Overseas Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and Remuneration Committee – Member • Corporate Social Responsibility Committee – Chairman <p>Ester Industries Limited</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee – Member • Risk Management Committee – Member

	<p>Cummins India Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member • Stakeholders Relationship Committee – Chairman • Nomination and Remuneration Committee – Member • Corporate Social Responsibility Committee – Chairman • Risk Management Committee – Member <p>Timken India Limited</p> <ul style="list-style-type: none"> • Audit Committee – Chairman • Nomination & Remuneration Committee – Member <p>Otis Elevator Co. India Limited</p> <ul style="list-style-type: none"> • Audit Committee – Chairman • Nomination & Remuneration Committee – Chairman • Corporate Social Responsibility Committee – Member
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the year	N.A
Terms and conditions of appointment	As per the resolution set out in this Notice read with the Explanatory Statement hereto.
Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) as permissible to the Non-Executive Directors including Independent Directors of the Company.

(*) 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.)

11th November, 2021

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

**Dinesh Kapoor
(Company Secretary)**