

VTL/CS/21-22/

24 SEP 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,

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 38th Annual General Meeting of the Company held on Thursday, 23rd September, 2021 at 11.30 a.m. at the registered office of the Company situated at Udyog Vihar, P.O. Chorhata, Rewa (M.P.) – 486 006. The mode of voting was remote e-voting and poll for the 38th Annual General Meeting (AGM) of the Company. The details of the Voting Results is as under:

1.	Date of AGM	23rd September, 2021
2.	Total number of shareholders on record date (as on 16th September, 2021)	18775
3.	No. of shareholders present in the meeting either in person or through proxy	
	Promoters and Promoter Group	9
	Public	49
4.	No. of Shareholders attended the meeting through Video Conferencing	
	Promoters and Promoter Group	NIL
	Public	NIL



[2]

The details of voting results in respect of Ordinary Resolutions for Ordinary as well as Special Businesses as set out under Item No(s) 1, 2, 3 and 4 of the Notice dated 29th June, 2021 and Item No(s) 5 and 6 of the Addendum to the Notice dated 9th September, 2021 for 38th 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.



(Dinesh Kapoor)
Company Secretary



Encl: As above.

Resolution 1:	Adoption of Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2021 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 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	(7)=[(5)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100			
	Poll		5132205		3454730	1677475	67.31			32.69
	Total	5160205	5132205	99.46	3454730	1677475	67.31			32.69
Public - Institutions	E-Voting		1123920		1121653	2267	99.80			0.20
	Poll		0		0	0	0.00			0.00
	Total	1176363	1123920	95.54	1121653	2267	99.80			0.20
Public - Non Institutions	E-Voting		1900096		1796419	103677	94.54			5.46
	Poll		5		5	0	0.00			0.00
	Total	5514295	1900101	34.46	1796424	103677	94.54			5.46
Total		11850863	8156226	68.82	6372807	1783419	78.13			21.87

Resolution 2:	Declaration of Dividend on equity shares for the financial year ended 31st March, 2021.									
Resolution required: (Ordinary/ Special)	Ordinary									
Whether promoter/ promoter group are interested in the agenda/ resolution?	No									
Category	Mode 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	(7)=[(5)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100			
	Poll		5160205		5160205	0	100.00			0.00
	Total	5160205	5160205	100.00	5160205	0	100.00			0.00
Public - Institutions	E-Voting		1129092		1129092	0	100.00			0.00
	Poll		0		0	0	0.00			0.00
	Total	1176363	1129092	95.98	1129092	0	100.00			0.00
Public - Non Institutions	E-Voting		1900096		1900096	0	100.00			0.00
	Poll		5		5	0	0.00			0.00
	Total	5514295	1900101	34.46	1900101	0	100.00			0.00
Total		11850863	8189398	69.10	8189398	0	100.00			0.00



Resolution 3:	Re-appointment of Justice Dilip Ganesh Karnik (Retired)(DIN: 06419513) as a Director, who retires by rotation.														
Resolution required: (Ordinary/ Special)	Ordinary														
Whether promoter/ promoter group are interested in the agenda/ resolution?	No														
Category	Mode 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		3454730	1677475	67.31	32.69							
	Poll		0		0	0	0.00	0.00							
	Total	5160205	5132205	99.46	3454730	1677475	67.31	32.69							
Public - Institutions	E-Voting		1129092		1077437	51655	95.43	4.57							
	Poll		0		0	0	0.00	0.00							
	Total	1176363	1129092	95.98	1077437	51655	95.43	4.57							
Public - Non Institutions	E-Voting		1900096		1796309	103787	94.54	5.46							
	Poll		5		5	0	0.00	0.00							
	Total	5514295	1900101	34.46	1796314	103787	94.54	5.46							
Total		11850863	8161398	68.87	6328481	1832917	77.54	22.46							

Resolution 4:	Ratification of remuneration to be paid to Cost Auditors of the Company for the financial year ending on 31st March, 2022.														
Resolution required: (Ordinary/ Special)	Ordinary														
Whether promoter/ promoter group are interested in the agenda/ resolution?	No														
Category	Mode 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		1129092		1129092	0	100.00	0.00							
	Poll		0		0	0	0.00	0.00							
	Total	1176363	1129092	95.98	1129092	0	100.00	0.00							
Public - Non Institutions	E-Voting		1899996		1899990	6	100.00	0.00							
	Poll		5		5	0	0.00	0.00							
	Total	5514295	1900001	34.46	1899995	6	100.00	0.00							
Total		11850863	8161298	68.87	8161292	6	100.00	0.00							



Resolution 5:	Appointment of Dr. Dhanpat Ram Agarwal (DIN: 00322861) as a Non-Executive Non-Independent Director of the Company pursuant to Notice received from a member under Section 160 of the Companies Act, 2013.						
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
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(7)=[(5)/(2)]*100
	Poll		5132205		1677475	3454730	32.69
	Total	5160205	5132205	99.46	1677475	3454730	32.69
Public - Institutions	E-Voting		1077437		41729	1035708	3.87
	Poll		0		0	0	0.00
	Total	1176363	1077437	91.59	41729	1035708	3.87
Public - Non Institutions	E-Voting		1900096		537985	1362111	28.31
	Poll		5		0	5	0.00
	Total	5514295	1900101	34.46	537985	1362116	28.31
Total		11850863	8109743	68.43	2257189	5852554	27.83

Resolution 6:	Appointment of Justice Shyamal Kanti Chakrabarti (Retired) (DIN: 08953661) as a Non-Executive Non-Independent Director of the Company in place of Justice Dilip Ganesh Karnik (Retired), Director pursuant to Notice received from a member under Section 160 of the Companies Act, 2013.						
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
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(7)=[(5)/(2)]*100
	Poll		5132205		1677475	3454730	32.69
	Total	5160205	5132205	99.46	1677475	3454730	32.69
Public - Institutions	E-Voting		1077437		41729	1035708	3.87
	Poll		0		0	0	0.00
	Total	1176363	1077437	91.59	41729	1035708	3.87
Public - Non Institutions	E-Voting		1900096		537980	1362116	28.31
	Poll		5		0	5	0.00
	Total	5514295	1900101	34.46	537980	1362121	28.31
Total		11850863	8109743	68.43	2257184	5852559	27.83



R. K. Mishra & Associates

Company Secretaries

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

CS RAJESH KUMAR MISHRA
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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 38th Annual General Meeting of the Members of Vindhya Telelinks Limited held on Thursday, 23rd September, 2021 at the Registered Office of the Company at Staff Health and Recreation Centre, Udyog Vihar, P.O. Chorhata, Rewa (M.P.)-486006

Sub: Consolidated Scrutinizer's Report on voting through Remote e-Voting and poll at the 38th 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")

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 Ballot process (poll) 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 29th June, 2021 and addendum to the Notice dated 9th September, 2021 for the 38th AGM of the members of the Company, held on 23rd day of September, 2021 at 11.30 A.M. at the Registered Office of the Company at Staff Health and Recreation Centre, Udyog Vihar, P.O. Chorhata, Rewa – 486 006 (M.P.)
2. I and Shri Hemant Singh, Chartered Accountant in Practice were appointed as 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 29th June, 2021 and addendum to the Notice dated 9th September, 2021 for the 38th AGM of the members of the Company, held on 23rd day of September, 2021 at 11.30 A.M. at the Registered Office of the Company at Staff Health and Recreation Centre, Udyog Vihar, P.O. Chorhata, Rewa – 486006 (M.P.)



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), Company has confirmed that the Electronic copy of the Notice convening 38th AGM of the Company, inter alia, along with the process of electronic voting at the AGM and the Remote e-Voting were sent to the shareholders whose email address are registered with the Company/Depository Participant(s) for communication purpose.
4. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Sunday, the 19th September, 2021 at 9.00 a.m. and ended on Wednesday, the 22nd September, 2021 at 5.00 p.m. and the CDSL remote e-voting portal was blocked for voting thereafter.
5. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e. by remote e-voting) and voting through ballot process (poll) at the 38th AGM for the resolutions contained in the Notice dated 29th June, 2021 and addendum to the Notice dated 9th September, 2021 for the 38th 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 poll at the 38th AGM of the Company is restricted to make a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated below.
6. Separate Scrutinizer's Report dated 24th September, 2021 on the remote e-voting and Scrutinizers Report dated 24th September, 2021 on the poll have been issued on the resolutions contained in the notice dated 29th June, 2021 and addendum to the notice dated 9th September, 2021 for the 38th AGM of the Company.
7. Based on reports generated from the e-voting website of CDSL and the poll at the 38th AGM of the Company, the consolidated report on the results of voting in respect of Ordinary Resolutions for Ordinary as well as Special Businesses as set out under Item No(s) 1, 2, 3 and 4 of the Notice dated 29th June, 2021 and two other Ordinary Resolutions as set out under Item No(s) 5 and 6 as Special Business of Notice dated 9th September, 2021 which is an integral part of the original Notice dated 29th June, 2021 for 38th 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, 2021 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	246	6372807	78.13	24	1783419	21.87	3	1214386



Resolution No. 2: As an Ordinary Resolution**Description of Resolution**DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 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
2	272	8189398	100	0	0	0	3	1214386

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

RE-APPOINTMENT OF JUSTICE DILIP GANESH KARNIK (RETIRED) (DIN: 06419513) 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	235	6328481	77.54	36	1832917	22.46	3	1214386

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

RATIFICATION OF REMUNERATION TO BE PAID TO COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING ON MARCH 31, 2022.

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	268	8161292	100	2	6	0	3	1214386



Resolution No. 5: As an Ordinary Resolution

Description of Resolution

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

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
5	155	2257189	27.83	106	5852554	72.17	3	1214386

Resolution No. 6: As an Ordinary Resolution

Description of Resolution

APPOINTMENT OF JUSTICE SHYAMAL KANTI CHAKRABARTI (RETIRED) (DIN: 08953661) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY IN PLACE OF JUSTICE DILIP GANESH KARNIK (RETIRED), DIRECTOR PURSUANT TO NOTICE RECEIVED FROM A MEMBER UNDER SECTION 160 OF THE COMPANIES ACT, 2013.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
6	154	2257184	27.83	107	5852559	72.17	3	1214386

8. 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 owner of such shares claim the shares.
9. The Register and all other papers relating to remote e-voting as well that of poll conducted through Ballot Process shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 38th Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping. The other relevant records were sealed and handover to the Company Secretary for safe keeping.
10. Three Members viz. Societies / Trusts holding 1214386 number of Equity Shares (having equivalent Votes) have cast their Vote through Remote e-Voting on the basis of purported Circular Resolution dated 16th September, 2021 passed by the Trustees of such Societies / Trusts. However, on 20th September, 2021, the Company received valid proxy forms dated 19th September 2021 supported by a certified copy of resolution passed through Circulation on 18th September, 2021 by the Managing Committee of such Societies / Trusts. Accordingly, the proxies appointed by the Managing Committee of said Societies / Trusts have exercised their voting rights through Ballot process (poll) conducted at the AGM venue.



Since there are two conflicting set of resolutions received from same Societies / Trusts i.e. one alongwith Remote e-Voting and another alongwith proxy forms, we are not in a position to verify the legality, validity, authenticity of both these resolutions and therefore we have not included 1214386 number of Votes cast by the said Societies / Trusts through Remote e-voting and also through Ballot Process (poll) in the voting result and the same have been considered as Invalid Votes.

In any event, the voting result of all resolution(s) will not be impacted in respect of which said Societies / Trusts have cast their Votes even if such Invalid Votes would have been included either way ("in favour" or "against") as the case may be in the consolidated voting result.

Thanking You,

Yours faithfully,

For: - R.K. Mishra & Associates
(Company Secretaries)



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

Place: Rewa (M.P.)
Date: 24th September, 2021
UDIN: F005383C001003512

Countersigned by:
For Vindhya Telelinks Limited

A handwritten signature in black ink, appearing to be "Y.S. Lodha", written over a horizontal line.

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