

VTL/CS/22-23/Reg-44(3)

24 SEP 2022

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 39th Annual General Meeting of the Company held on Friday, 23rd September, 2022 at 3.00 p.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 39th Annual General Meeting (AGM) of the Company. The details of the Voting Results is as under:

1.	Date of AGM	23rd September, 2022
2.	Total number of shareholders on record date (as on 16th September, 2022)	16185
3.	No. of shareholders present in the meeting either in person or through proxy	
	Promoters and Promoter Group	4
	Public	58
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, 4 and 5 of the Notice dated 23rd May, 2022 for 39th 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, 2022 and the reports of the Board of Directors and Auditors thereon.

Resolution required: (Ordinary/ 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		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		1217597		1217597	0	100.00	0.00
	Poll		0		0	0	0.00	0.00
	Total	1276552	1217597	95.38	1217597	0	100.00	0.00
Public - Non Institutions	E-Voting		1689220		1689099	121	99.99	0.01
	Poll		205		205	0	0.00	0.00
	Total	5414106	1689425	31.20	1689304	121	99.99	0.01
Total		11850863	8039227	67.84	8039106	121	100.00	0.00

Resolution 2: Declaration of Dividend on equity shares for the financial year ended 31st March, 2022.

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		1222769		1222769	0	100.00	0.00
	Poll		0		0	0	0.00	0.00
	Total	1276552	1222769	95.79	1222769	0	100.00	0.00
Public - Non Institutions	E-Voting		1689220		1689103	117	99.99	0.01
	Poll		205		205	0	0.00	0.00
	Total	5414106	1689425	31.20	1689308	117	99.99	0.01
Total		11850863	8044399	67.88	8044282	117	100.00	0.00



Resolution 3:	Re-appointment of Shri D.R. Bansal (DIN: 00050612), 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	(7)=[(5)/(2)]*100	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
	Poll										
	Total	5160205	5132205	99.46	5132205	0	100.00	0.00			
Public - Institutions	E-Voting		1222769		111239	1111530	9.10	90.90			
	Poll		0		0	0	0.00	0.00			
	Total	1276552	1222769	95.79	111239	1111530	9.10	90.90			
Public - Non Institutions	E-Voting		1673140		1673018	122	99.99	0.01			
	Poll		205		205	0	0.00	0.00			
	Total	5414106	1673345	30.91	1673223	122	99.99	0.01			
Total		11850863	8028319	67.74	6916667	1111652	86.15	13.85			

Resolution 4: Approval for entering into material related party agreement(s)/contract(s)/arrangement(s)/transaction(s) with Birla Cable Limited during the financial year 2022-23.

Resolution required: (Ordinary/ Special) Ordinary

Whether promoter/ promoter group are interested in the agenda/ resolution? Yes

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
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	Poll								
	Total	5160205	0	0.00	0	0	0.00	0.00	
Public - Institutions	E-Voting		1222769		1146947	75822	93.80	6.20	
	Poll		0		0	0	0.00	0.00	
	Total	1276552	1222769	95.79	1146947	75822	93.80	6.20	
Public - Non Institutions	E-Voting		1689120		1688931	189	99.99	0.01	
	Poll		205		205	0	0.00	0.00	
	Total	5414106	1689325	31.20	1689136	189	99.99	0.01	
Total		11850863	2912094	24.57	2836083	76011	97.39	2.61	



Resolution 5:		Ratification of remuneration to be paid to Cost Auditors of the Company for the financial year ending on March 31, 2023.									
Resolution required: (Ordinary/ Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/ resolution?		No									
Category	Mode Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	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			
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		1222769		1222769	0	100.00	0.00			
	Poll		0		0	0	0.00	0.00			
	Total	1276552	1222769	95.79	1222769	0	100.00	0.00			
Public - Non Institutions	E-Voting		1689220		1689083	137	99.99	0.01			
	Poll		205		205	0	0.00	0.00			
	Total	5414106	1689425	31.20	1689288	137	99.99	0.01			
Total		11850863	8044399	67.88	8044262	137	100.00	0.00			



R. K. Mishra & Associates

Company Secretaries

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

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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 39th Annual General Meeting of the Members of Vindhya Telelinks Limited held on Friday, 23rd September, 2022 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 39th Annual General Meeting ("AGM") of Vindhya Telelinks Limited (hereinafter the "Company") in terms of provisions of the Companies Act, 2013 ("the Act") read with the Rules 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 23rd May, 2022 for the 39th AGM of the members of the Company, held on 23rd day of September, 2022 at 03.00 P.M. at the Registered Office of the Company at Staff Health and Recreation Centre, Udyog Vihar, P.O. Chorhata, Rewa – 486 006 (M.P.)
2. I and Shri Hemant Singh, Chartered Accountant in Practice were appointed as 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 23rd May, 2022 for the 39th AGM of the members of the Company, held on 23rd day of September, 2022 at 03.00 P.M. at the Registered Office of the Company at Staff Health and Recreation Centre, Udyog Vihar, P.O. Chorhata, Rewa – 486006 (M.P.)



3. 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 39th 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 the Central Depository Services (India) Limited (CDSL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Monday, the 19th September, 2022 at 9.00 a.m. and ended on Thursday, the 22nd September, 2022 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 39thAGM for the resolutions contained in the Notice dated 23th May, 2022 and for the 39th 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 39thAGM 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, 2022 on the remote e-voting and Scrutinizers Report dated 24th September, 2022 on the poll have been issued on the resolutions contained in the notice dated 23th May, 2022 for the 39thAGM of the Company.
7. Based on reports generated from the e-voting website of CDSL and the poll at the 39thAGM 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, 4 and 5 of the Notice dated 23th May, 2022 for 39th 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, 2022 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	254	8039106	100.00	4	121	0.00	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, 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
2	255	8044282	100.00	4	117	0.00	3	1214386

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

RE-APPOINTMENT OF SHRI D.R.BANSAL (DIN: 00050612), 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	238	6916667	86.15	20	1111652	13.85	3	1214386

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

APPROVAL FOR ENTERING INTO MATERIAL RELATED PARTY AGREEMENT(S) / CONTRACT(S) / ARRANGEMENT(S) / TRANSACTION(S) WITH BIRLA CABLE LIMITED DURING THE FINANCIAL YEAR 2022-23.

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	227	2836083	97.39	21	76011	2.61	11	6346391



Resolution No. 5: 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, 2023.

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
5	253	8044262	100.00	6	137	0.00	3	1214386

8. No vote has been polled on 1501 equity shares lying in unclaimed suspense account in respect of which voting rights remain frozen till the rightful owner of such shares claim the shares.
9. The Register and all other papers relating to Remote e-Voting as well that of poll conducted through Ballot Process shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 39th 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. The Company has received certified copy of a resolution dated 17th September, 2022 passed through circulation by the Managing Committee of three members viz. three Societies / Trusts holding 12,14,386 number of equity shares (having equivalent votes) appointing its Authorised Representatives to attend and vote at the AGM of the Company to be held on 23rd September, 2022. It is mentioned in the said resolutions that there will be no voting by electronic means for and on behalf of such Societies / Trusts. Subsequently, the Authorised Representatives appointed by the Managing Committee of such Societies / Trusts also attended the AGM and exercised voting rights through ballot process (poll) conducted at the venue of the AGM.

However, the said three members have also cast their votes through remote e-voting on the basis of another circular resolution dated 19th September, 2022 passed by the Trustees of such Societies / Trusts.

Since there are two conflicting set of resolutions received from the same Societies / Trusts i.e. one from the Trustees and another from the Managing Committee of such Societies / Trusts, we are not in a position to verify the legality, validity, authenticity of both these resolutions and therefore we have not included 12,14,386 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 in the consolidated voting result.

Thanking You,

Yours faithfully,

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



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

Place: Rewa (M.P.)
Date: 24th September, 2022
UDIN: F005383D001034389

Countersigned by:
For Vindhya Telelinks Limited



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