



Vindhya Telelinks Limited

Regd. 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
PAN NO.AAACV7757J * CIN: L31300MP1983PLC002134
GSTIN: 23AAACV7757J1Z00

VTL/CS/22-23/Reg-30

22 NOV 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(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 November 14, 2022, please find attached herewith the Postal Ballot Notice dated November 14, 2022 seeking approval of members of the Company by way of Remote e-Voting process, for the appointment of Mrs. Rashmi Dhariwal (DIN: 00337814) 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 November 14, 2022 to November 13, 2027.

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, 18th November, 2022 ("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 Wednesday, November 23, 2022

End of Remote e-Voting: 5:00 P.M. (IST) on Thursday, December 22, 2022

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-486006 (M.P.)

ii) Plot No.1-C & 1-D, Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.)



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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 Number(s) 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8 2021 read with other relevant circulars, including General Circular No.03/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and 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 given in the Notes of this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 P.M. IST on Thursday, December 22, 2022 (the last day to cast vote electronically) to be eligible for being considered.

SPECIAL BUSINESS:

Appointment of Mrs. Rashmi Dhariwal (DIN: 00337814) 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 a **Special Resolution:**

“RESOLVED that pursuant to the provisions of Section 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 in consonance with the recommendation of the Nomination and Remuneration Committee of the Company, Mrs. Rashmi Dhariwal (DIN: 00337814), 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 her 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 November 14, 2022 to November 13, 2027.

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 in this regard 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.)

November 14, 2022

**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 November 14, 2022, has approved the issuance of this Postal Ballot Notice. The relevant Explanatory Statement pursuant to Section 102(1) of the Act read with governing Rules framed thereunder 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, November 18, 2022 (“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. Accordingly, Physical copies of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelopes are not being sent to members.
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 December 9, 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 Wednesday, November 23, 2022 and ends at 5:00 P.M. (IST) on Thursday, December 22, 2022. 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. Thursday, December 22, 2022. 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, failing him Shri Hemant Singh (Membership No. 413866), 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 e-Voting forthwith. The result of e-Voting will be announced on or before Saturday, December 24, 2022, and will be displayed on the Company's website www.vtlrewa.com and will also be communicated to the Stock Exchanges, and CDSL. 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 Wednesday, the November 23, 2022 at 9.00 A.M. (IST) and ends on Thursday, the December 22, 2022 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 18, 2022, may cast their votes 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 December 9, 2020, under Regulation 44 of the Listing Regulations, 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, all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories/ Depository Participants, 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of Individual Shareholders holding securities in demat mode.

- (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 abovesaid SEBI Circular, **Login method for e-Voting for Individual Shareholders holding securities in Demat mode (CDSL/NSDL) is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol 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/myeasinew/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 at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration. 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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

	<p>you will be able to 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> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.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.nSDL.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>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>

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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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.</p>

Step 2: Access through CDSL e-Voting system in case of Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) holding securities in demat mode and Shareholders holding securities in physical mode.

- (iv) Login method for e-Voting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.
- 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:

Particulars	For Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode
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 resolution 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) Additional Facility for Non-Individual Shareholders and Custodians – Remote e-Voting
 - Non-Individual Shareholders 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual Shareholders 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.

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 the Registrar and Share Transfer Agents of the Company - Messrs Link Intime India Pvt. Ltd. at rnt.helpdesk@linkintime.co.in or to the Company at headoffice@vtlrewa.com .
For Demat Shareholders	Please update your e-mail id & mobile number with your respective Depository Participant (DP).
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 toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. 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 at toll free no. 1800 22 55 33.

**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 of the Nomination and Remuneration Committee, in its meeting held on November 14, 2022 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 Mrs. Rashmi Dhariwal (DIN: 00337814) as an Additional Director designated as a Non-Executive Independent Director on the Board of the Company, not liable to retire by rotation, with effect from November 14, 2022.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director 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 is required to obtain approval of shareholders for appointment of a person on the Board of Directors 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 Mrs. Rashmi Dhariwal would require the approval of the members of the Company by February 13, 2023.

As per sub-regulation (2A) of Regulation 25 of the Listing Regulations, effective January 1, 2022, the appointment, re-appointment or removal of an independent director of a listed entity requires approval of shareholders by way of a special resolution. However, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2022 issued vide Notification No. SEBI/LAD-NRO/GN/2022/103 dated November 14, 2022, it has been provided that where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub-regulation (2A) of Regulation 25 of the Listing Regulations.

Accordingly, the approval of the members of the Company is sought by passing a Special Resolution through Postal Ballot by way of Remote e-Voting process, for the appointment of Mrs. Rashmi Dhariwal 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 November 14, 2022 to November 13, 2027.

Mrs. Rashmi Dhariwal has given her consent in writing to act as an Independent Director of the Company and has furnished necessary declaration(s) to the Board of Directors that she 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 declaration received by the Company, Mrs. Rashmi Dhariwal is not disqualified to be appointed as a Director in terms of Section 164(2) of the Act. The Company has also received a declaration from her in writing to the effect that she 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 a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director of the Company.

In the opinion of the Board, Mrs. Rashmi Dhariwal is independent from the management and fulfils the conditions for appointment as an Independent Director as specified in the Act read with the Rules framed thereunder and the Listing Regulations. Mrs. Rashmi Dhariwal is a person of integrity and possess appropriate skills, experience, knowledge and qualification which would be beneficial to the interests of the Company.

Brief profile and additional information in respect of Mrs. Rashmi Dhariwal 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. She shall be paid remuneration by way of Fees for attending meetings of the Board or Committee(s) 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 Mrs. Rashmi Dhariwal 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 Mrs. Rashmi Dhariwal, her appointment on the Board of Directors of the Company as a Non-Executive Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommends the said Special Resolution to be passed by the Members by way of Postal Ballot.

Save and except Mrs. Rashmi Dhariwal, 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 14, 2022

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	Mrs. Rashmi Dhariwal
DIN	00337814
Date of Birth & Age	June 02, 1956 / 66 years
Nationality	Indian
Date of First Appointment on the Board of Directors of the Company	November 14, 2022
Qualifications	<ol style="list-style-type: none"> Bachelor of Arts (B.A.) - Lady Shriram College, University of Delhi Attorney of law - Calcutta High Court
Experience (including nature of expertise in specific functional areas)/ brief resume	<p>Mrs. Rashmi Dhariwal holds a Bachelor's degree in Arts from Lady Shriram College, University of Delhi securing second position in the University. Post that she secured the Attorney-of-law degree from the Calcutta High Court with a gold medal in the year 1978 and was thereafter enrolled as an Advocate with the Bar council of West Bengal and then Maharashtra. She was also enrolled as a member of the Bombay Incorporated Law Society. She has also practised as an Advocate-on-record in the Supreme Court.</p> <p>She has worked in leading firms in India including, Khaitan & Co., both in Calcutta and Delhi, Mulla and Mulla, Mumbai and also in the Philippines.</p> <p>She has varied experience in the field of Conveyancing, Contracts and litigation. She was also on the panel for the State of Gujarat. She is currently Chairman of a hospitality focused company running restaurants in India. She is also an Independent Director with Devyani International Limited, Varun Beverages Limited and RJ Corp Limited. She is also a trustee of a registered charitable trust, Prayatn.</p>
Number of Shares held in the Company including shareholding as a beneficial owner	Nil
List of Directorships held in other companies*	<ol style="list-style-type: none"> Devyani International Limited Varun Beverages Limited RJ Corp Limited Devyani Food Industries Limited Parkview City Limited Ascenti Tourista Private Limited Pass Code Hospitality Private Limited Inspired Emporio Salon Private Limited Inspired Hospitality Private Limited
Chairman/Member of the Committees of the Boards of the Companies in which he/she is Director	<p>Devyani International Limited</p> <ul style="list-style-type: none"> Audit Committee – Member Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee – Member <p>Varun Beverages Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee – Chairperson Audit, Risk Management and Ethics Committee – Member Corporate Social Responsibility Committee – Member Stakeholder's Relationship Committee – Member Investment and Borrowing Committee – Member Share Allotment Committee – Member QIP Committee – Member

	<p>RJ Corp Limited</p> <ul style="list-style-type: none"> • Audit Committee – Chairperson • Nomination and Remuneration Committee – Chairperson • Corporate Social Responsibility Committee – Chairperson • Investment and Borrowing Committee – Member <p>Devyani Food Industries Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and Remuneration Committee – Member • Corporate Social Responsibility Committee – Member • Investment and Borrowing Committee – Member <p>Parkview City Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and Remuneration Committee – Member
Resignation from Listed Entities in the past three (3) years	None
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.
Skills and capabilities required for the role of an Independent Director and the manner in which the proposed person meets such requirement	<p>I. Skills and capabilities required for the role of an Independent Director</p> <ul style="list-style-type: none"> • Knowledge of Regulatory, Legal and Compliance requirement. • Understanding of applicable laws, rules and regulations. • Corporate Governance. • Leadership. • Integrity and ethical standards. <p>II. Manner in which the proposed appointee meets the above requirement</p> <p>In the opinion of the Nomination and Remuneration Committee as well as the Board, Mrs. Rashmi Dhariwal is a person of integrity and possess appropriate skills, qualification, knowledge and wide experience in the field of contracts and litigation. She has got good understanding of legal and compliance requirement that will add value to the good Corporate Governance in the Company. Adding of Woman Director on the Board thereby gradually increase the ratio of women directors which would be beneficial to the interest of the Company.</p>
Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	She shall be paid remuneration by way of Fees 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.)

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

(Dinesh Kapoor)
Company Secretary

November 14, 2022