

**VINDHYA TELELIMS 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 FORM**

Sl.No.:

1. Name(s) & Registered address of the :
Sole/First named shareholder

2. Name(s) of the Joint Shareholders, if any :

3. Registered Folio No./DP Id* & Client Id* No. :
(*applicable to shareholder(s) holding shares in electronic form)

4. No. of Shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated 9th April, 2018 by sending my/our assent/dissent to the said Resolution(s) by placing a tick (✓) mark in the appropriate column below:

Sl. No	Description	No. of Votes exercised corresponding to the total number of voting rights	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	Special Resolution under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder for increase in the borrowing powers/limits of the Company upto an amount not exceeding in aggregate of Rs.4500 Crores outstanding at any time.			
2.	Special Resolution under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder authorizing the Board of Directors for creation of charge/ mortgages/ hypothecation/pledges/other securities, etc. in any form on the Company's assets, both present and future for securing the borrowings for an amount not exceeding the limit of Rs.4500 Crores.			

Place :

Date :

Signature of the Shareholder**ELECTRONIC VOTING PARTICULARS**

Electronic Voting Sequence Number (EVSN)	*Default PAN/Sequence No.
180412004	

*Only Members who have not updated their PAN with Company / Depository Participant, shall use default PAN (10 digit sequence number) which is printed as above.

NOTES:

- Each equity share of the Company carries one vote.
- Please read carefully the instructions printed overleaf before exercising the vote.
- Last date for Receipt of Postal Ballot Form by the Scrutinizer: 22nd May, 2018 upto 5.00 p.m.

INSTRUCTIONS

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by Vindhya Telelinks Limited (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The postage pre-paid self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
4. In the case of the equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of the notice i.e. by 22nd May, 2018 upto 5.00 p.m. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Voting rights shall be reckoned on the paid up equity shares held and registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on 13th April, 2018.
10. The result of the Postal Ballot will be declared on 25th May, 2018 at the Registered Office of the Company.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction no.7 above.
14. The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of through Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
15. A Member need not use all his votes nor cast all his votes in the same way.
