

Ref :VTL/CS/2018-19

27th March, 2019

<p>BSE Limited Corporate Relationship Department PhirozJeejeebhoy Towers, Dalal Street, Mumbai - 400 001</p> <p>Scrip Code : 517015</p>	<p>National Stock Exchange of India Ltd. Listing Department, Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051</p> <p>Scrip Code : VINDHYATEL</p>
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Dear Sirs,

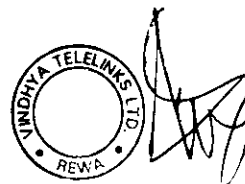
Sub: Disclosure pertaining to approval of members of the Company through Postal Ballot and e-voting and voting results thereof

Ref: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is with reference to our letter No. VTL/CS/2018-19 dated 23rd February, 2019 regarding Notice for Postal Ballot/e-voting dated 11th February, 2019, consent of the Members was sought on the certain Resolution(s) as mentioned in the said Notice.

In the context, we wish to inform that the Special Resolution(s) for the following purposes have been passed by the Members of the Company with requisite majority:

1. Re-appointment of Shri J. Veeraraghavan (DIN:00078998) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.
2. Re-appointment of Shri S.K. Misra (DIN:00009411) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.
3. Re-appointment of Shri R.C. Tapuriah (DIN:00395997) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.
4. Re-appointment of Shri Shiv Dayal Kapoor (DIN:00043634) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.
5. Continuation of the Directorship of Smt. Kiran Aggarwal (DIN: 06991807), upto the expiry of her present term as an Independent Director of the Company i.e. 9th November, 2019, notwithstanding that she is above seventy five (75) years of age.
6. Continuation of Directorship of Shri D.R. Bansal (DIN: 00050612), as non-executive non-independent Director of the Company, liable to retire by rotation, notwithstanding that he is above seventy five (75) years of age.
7. Continuation of Directorship of Shri Pracheta Majumdar (DIN: 00179118), as non-executive non-independent Director of the Company, liable to retire by rotation, on attaining the age of seventy five years with effect from 15th August, 2019.



[2]

Pursuant to the provisions of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the details of the voting results in the format prescribed under Regulation 44(3) and the Report dated 27th March, 2019 of Scrutinizer, Shri Rajesh Kumar Mishra, Practicing Company Secretary, are enclosed herewith.

Further, please find enclosed herewith the detail information as required under the provisions of Regulation 30 of Listing Regulations with regard to point nos. 1 to 7 as mentioned above. **(Annexure A)**

This is for your information and records.

Thanking you,

Yours faithfully,
For VINDHYA TELELINKS LIMITED

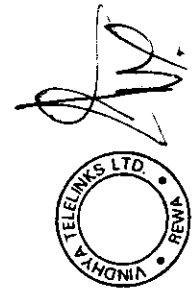



(Satyendu Pattnaik)
Company Secretary

Encl: As above

VOTING RESULTS OF POSTAL BALLOT AND E-VOTING OF VINDHYA TELELINKS LIMITED

Date of the AGM/ECM (Voting period for the resolutions passed through postal ballot and e-voting)		From 9.00 A.M. on Sunday, 24th February, 2019 till 5.00 P.M. on Monday, 25th March, 2019						
The date of passing of resolution through postal ballot and e-voting		In accordance with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India including any modification, amendment or re-enactment thereof for the time being in force, the resolutions are deemed to be passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-Voting, i.e. Monday, the 25th day of March, 2019. The date of declaration of voting results is on 27.03.2019 on the basis of Scrutinizer's Report dated 27.03.2019.						
Total Number of shareholders on record date (i.e. 15th February, 2019)		10013						
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public		Not Applicable						
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public		Not Applicable						
Resolution No.1		Re-appointment of Shri J. Veeraghavan (DIN:00078998) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.						
Resolution required: (Ordinary/Special)		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Polled outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	(1)	5132205	$(3) = \frac{5132205}{100} = 51322.05$	5132205	0	$(6) = \frac{5132205}{5132205} = 100.00$	$(7) = \frac{0}{5132205} = 0.00$
	Poll	5160205	0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
Public-Institutions	Total		5132205	43.31	5132205	0	100.00	0.00
	E-Voting		1057875	8.93	1057080	795	99.92	0.08
	Poll	1245018	0	0.00	0	0	0.00	0.00
Public-Non Institutions	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	Total		1057875	8.93	1057080	795	99.92	0.08
	E-Voting		1780856	15.03	1780756	100	99.99	0.01
Total	Poll	5445640	0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		305924	2.58	305899	25	99.99	0.01
	Total	11850863	8276860	69.84	8275940	920	99.99	0.01

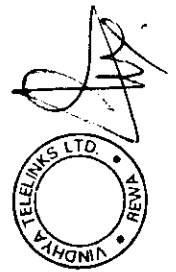


Resolution No. 2
 Re-appointment of Shri S.K. Misra (DIN:0009411) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.
 Resolution required: (Ordinary/Special)
 Whether promoter/promoter group are interested in the agenda/resolution? No
 Special Resolution

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Polled 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	43.31	5132205	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)	5160205	0	0.00	0	0	0.00	0.00
	Total		5132205	43.31	5132205	0	100.00	0.00
Public-Institutions	E-Voting		1057875	8.93	1057080	795	99.92	0.08
	Poll	1245018	0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	Total		1057875	8.93	1057080	795	99.92	0.08
Public-Non Institutions	E-Voting		1057875	8.93	1057080	795	99.92	0.08
	Poll		1780856	15.03	1780751	105	99.99	0.01
	Postal Ballot(if applicable)	5445640	0	0.00	0	0	0.00	0.00
	Total		305875	2.58	305850	25	99.99	0.01
Total		11850863	8276811	69.84	8275886	925	99.99	0.01

Resolution No. 3
 Re-appointment of Shri R.C. Tapuriah (DIN:00395997) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.
 Resolution required: (Ordinary/Special)
 Whether promoter/promoter group are interested in the agenda/resolution? No
 Special Resolution

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Polled 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	43.31	5132205	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)	5160205	0	0.00	0	0	0.00	0.00
	Total		5132205	43.31	5132205	0	100.00	0.00
Public-Institutions	E-Voting		1057875	8.93	1057080	795	99.92	0.08
	Poll	1245018	0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	Total		1057875	8.93	1057080	795	99.92	0.08
Public-Non Institutions	E-Voting		1057875	8.93	1057080	795	99.92	0.08
	Poll		1780856	15.03	1780751	105	99.99	0.01
	Postal Ballot(if applicable)	5445640	0	0.00	0	0	0.00	0.00
	Total		305875	2.58	305850	25	99.99	0.01
Total		11850863	8276811	69.84	8275886	925	99.99	0.01



Resolution No. 4
 Re-appointment of Shri Shiv Dayal Kapoor (DIN:00043634) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.
 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 Polled 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	43.31	5132205	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)	5160205	0	0.00	0	0	0.00	0.00
	Total		5132205	43.31	5132205	0	100.00	0.00
Public-Institutions	E-Voting		1057875	8.93	1057875	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)	1245018	0	0.00	0	0	0.00	0.00
	Total		1057875	8.93	1057875	0	100.00	0.00
Public-Non Institutions	E-Voting		1057875	8.93	1057875	0	100.00	0.00
	Poll		1780856	15.03	1780756	100	99.99	0.01
	Postal Ballot(if applicable)	5445640	0	0.00	0	0	0.00	0.00
	Total		305875	2.58	305850	25	99.99	0.01
Total		11850863	8276811	69.84	8276686	125	100.00	0.00

Resolution No. 5
 Continuation of the Directorship of Smt. Kiran Aggarwal (DIN: 06991807), upto the expiry of her present term as an Independent Director of the Company i.e. 9th November, 2019, notwithstanding that she is above seventy five (75) years of age.
 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 Polled 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	43.31	5132205	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)	5160205	0	0.00	0	0	0.00	0.00
	Total		5132205	43.31	5132205	0	100.00	0.00
Public-Institutions	E-Voting		1057875	8.93	1057875	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)	1245018	0	0.00	0	0	0.00	0.00
	Total		1057875	8.93	1057875	0	100.00	0.00
Public-Non Institutions	E-Voting		1057875	8.93	1057875	0	100.00	0.00
	Poll		1780856	15.03	1780756	100	99.99	0.01
	Postal Ballot(if applicable)	5445640	0	0.00	0	0	0.00	0.00
	Total		305875	2.58	305850	25	99.99	0.01
Total		11850863	8276811	69.84	8276686	125	100.00	0.00



Resolution No. 6	Continuation of Directorship of Shri D.R. Bansal (DIN: 00050612), non-executive non-independent Director of the Company, liable to retire by rotation, notwithstanding that he is above seventy five (75) years of age.
Resolution required: (Ordinary/Special)	Special resolution
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Polled 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 Poll Postal Ballot(if applicable) Total	5160205	5132205 0 0	43.31 0.00 0.00	5132205 0 0	0 0 0	100.00 0.00 0.00	0.00 0.00 0.00
Public-Institutions	E-Voting Poll Postal Ballot(if applicable) Total	1245018	1057875 0 0	43.31 0.00 0.00	5132205 1057080 0	795 0 0	100.00 99.92 0.00	0.00 0.08 0.00
Public-Non Institutions	E-Voting Poll Postal Ballot(if applicable) Total	5445640	305875 2086731 0	2.58 17.61 0.00	305850 2086606 0	25 125 0	99.99 99.99 0.00	0.01 0.01 0.00
Total		11850863	8276811	69.84	8275891	920	99.99	0.01

Resolution No. 7	Continuation of Directorship of Shri Pracheta Majumdar (DIN: 00179118), non-executive non-independent Director of the Company, liable to retire by rotation, on attaining the age of seventy five years with effect from 15th August, 2019.
Resolution required: (Ordinary/Special)	Special resolution
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Polled 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 Poll Postal Ballot(if applicable) Total	5160205	5132205 0 0	43.31 0.00 0.00	5132205 0 0	0 0 0	100.00 0.00 0.00	0.00 0.00 0.00
Public-Institutions	E-Voting Poll Postal Ballot(if applicable) Total	1245018	1057875 0 0	43.31 0.00 0.00	5132205 1057080 0	795 0 0	100.00 99.92 0.00	0.00 0.08 0.00
Public-Non Institutions	E-Voting Poll Postal Ballot(if applicable) Total	5445640	305875 2086731 0	2.58 17.61 0.00	305850 2086606 0	25 125 0	99.99 99.99 0.00	0.01 0.01 0.00
Total		11850863	8276811	69.84	8275891	920	99.99	0.01

For Vindhya Telelinks Limited

(Satyadev Rathai)
Company Secretary



R. K. Mishra & Associates

Company Secretaries

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

E-mail : rachitfinance@gmail.com, cskishorgupta@gmail.com

Ph.: (07672) 229347, Mob.: 9425172829, 9827784739

Date

**Report of Scrutinizer on Postal Ballot and e-voting
[Pursuant to Section 110 of the Companies Act, 2013 and
the Companies (Management and Administration) Rules, 2014]**

To,

The Chairman
Vindhya Telelinks Limited
UdyogVihar,
P.O. Chorhata
REWA-486006 (M.P.)

Dear Sir,

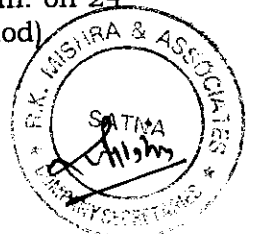
RE: PASSING OF SPECIAL RESOLUTION(S) THROUGH POSTAL BALLOT

I, Rajesh Kumar Mishra, Practicing Company Secretary appointed as Scrutinizer by Vindhya Telelinks Limited ("the Company") with respect to the **Special Resolution(s)** to be passed through Postal Ballot and e-voting in accordance with the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and such other Rules and Regulations as may be applicable including any statutory modification or re-enactment thereof for the time being in force to process and scrutinize Postal Ballot Forms received from Members and to scrutinize votes cast electronically using e-voting system of **Central Depository Services (India) Limited** (CDSL) during the voting period as stated herein below, in fair and transparent manner, and to submit a report thereon. In this regard, I hereby submit my report as under:

1. The Company has sent postal ballot notice through email on 23rd February, 2019 to the members whose email ids are registered with the Company/Depository Participant(s) for voting through postal ballot and e-voting facility provided by CDSL. The postal ballot notice dated 11th February, 2019 together with postal ballot Form ('Form') along with self-addressed postage prepaid business reply envelope was sent to the rest of the members through Speed Post.

On 23rd February, 2019, the Company has completed dispatch of Notice of Postal Ballot for seeking approval of members by way of Special Resolution(s) on certain Special Business as mentioned in the Postal Ballot Notice dated 11th February, 2019.

2. The voting through Postal Ballot form / e-voting commenced at 9.00 a.m. on 24th February, 2019 and ended at 5.00 p.m. on 25th March, 2019 (voting period)



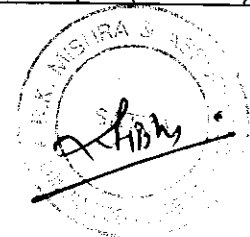
3. The Postal Ballot Forms received during the voting period were kept in my custody and were opened by me in the presence of two witness, viz., Mr. Sharad Patkar and Mr. Balaji Sharma. The e-voting results/ List was unblocked and downloaded from the CDSL website (www.evotingindia.com) at 5:02:44p.m. on 25th March, 2019 in the presence of two witnesses, viz., Mr. Sharad Patkar and Mr. Mr. Balaji Sharma.
4. All Postal Ballot Forms including e-voting received upto 5.00 p.m. on 25th March, 2019, i.e. the last date and time fixed by the Company for receipt of the Postal Ballot Forms and for casting the vote online, were considered for my scrutiny.
5. The Postal Ballot Forms received and e-voting details downloaded from CDSL website were scrutinized and the signatures on the postal ballot forms were verified by me. Thereafter, the shareholding was matched/confirmed with the register of members of the Company as on 15th February, 2019. In case of voting by Companies, Institutions, Trusts, Societies, etc., I have verified the requisite documents authorising the person to vote, which were downloaded from the website of CDSL or received physically.
6. I did not find any defaced or mutilated postal ballot form. However, some postal ballot forms/invalid applications were treated as invalid on account of signature mismatch.
7. The summary of the voting results of postal Ballot including e-voting in respect of resolutions as contained in the Postal ballot Notice dated 11th February, 2019 are as under:

Resolution No.1: As a Special Resolution

Description of the Resolution:

Special Resolution pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for re-appointment of Shri J. Veeraraghavan (DIN:00078998) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

Sl. No.	Particulars	No of postal ballot forms/votes (including e-voting)	No of Equity Shares (Votes)
1	Total postal ballot form/Votes (including e-voting) received	144	8277076
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	4	216
3	Net Valid postal ballot Forms/votes (including e-voting) received	140	8276860
4	Valid votes (including e-voting) cast in favour of the resolution & its %	137	8275940 (99.989%)
5	Valid votes cast(including e-voting) against the resolution and its %	3	920 (0.011%)



Resolution No.2: As a Special Resolution**Description of the Resolution:**

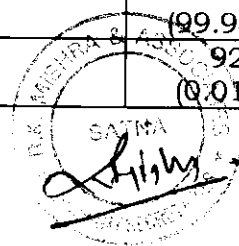
Special Resolution pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for re-appointment of Shri S.K. Misra (DIN:00009411) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

Sl. No.	Particulars	No of postal ballot forms/votes (including e-voting)	No of Equity Shares (Votes)
1	Total postal ballot form/Votes (including e-voting) received	143	8277027
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	4	216
3	Net Valid postal ballot Forms/votes (including e-voting) received	139	8276811
4	Valid votes (including e-voting) cast in favour of the resolution & its %	135	8275886 (99.989%)
5	Valid votes cast(including e-voting) against the resolution and its %	4	925 (0.011%)

Resolution No.3: As a Special Resolution**Description of the Resolution:**

Special Resolution pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for re-appointment of Shri R.C. Tapuriah (DIN:00395997) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

Sl. No.	Particulars	No of postal ballot forms/votes (including e-voting)	No of Equity Shares (Votes)
1	Total postal ballot form/Votes (including e-voting) received	143	8277027
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	4	216
3	Net Valid postal ballot Forms/votes (including e-voting) received	139	8276811
4	Valid votes (including e-voting) cast in favour of the resolution & its %	135	8275886 (99.989%)
5	Valid votes cast(including e-voting) against the resolution and its %	4	925 (0.011%)



Resolution No.4: As a Special Resolution**Description of the Resolution:**

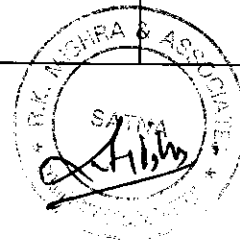
Special Resolution pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for re-appointment of Shri Shiv Dayal Kapoor (DIN:00043634) as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

Sl. No.	Particulars	No of postal ballot forms/votes (including e-voting)	No of Equity Shares (Votes)
1	Total postal ballot form/Votes (including e-voting) received	143	8277027
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	4	216
3	Net Valid postal ballot Forms/votes (including e-voting) received	139	8276811
4	Valid votes (including e-voting) cast in favour of the resolution & its %	137	8276686 (99.998%)
5	Valid votes cast (including e-voting) against the resolution and its %	2	125 (0.002%)

Resolution No.5: As a Special Resolution**Description of the Resolution:**

Special resolution pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for continuation of the Directorship of Smt. Kiran Aggarwal (DIN: 06991807), upto the expiry of her present term as an Independent Director of the Company i.e. 9th November, 2019, notwithstanding that she is above seventy five (75) years of age.

Sl. No.	Particulars	No of postal ballot forms/votes (including e-voting)	No of Equity Shares (Votes)
1	Total postal ballot form/Votes (including e-voting) received	143	8277027
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	4	216



3	Net Valid postal ballot Forms/votes (including e-voting) received	139	8276811
4	Valid votes (including e-voting) cast in favour of the resolution & its %	137	8276686 (99.998%)
5	Valid votes cast(including e-voting) against the resolution and its %	2	125 (0.002%)

Resolution No.6: As a Special Resolution

Description of the Resolution:

Special resolution pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for continuation of Directorship of Shri D.R. Bansal (DIN: 00050612), non-executive non-independent Director of the Company, liable to retire by rotation, notwithstanding that he is above seventy five (75) years of age.

Sl. No.	Particulars	No of postal ballot forms/votes (including e-voting)	No of Equity Shares (Votes)
1	Total postal ballot form/Votes (including e-voting) received	143	8277027
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	4	216
3	Net Valid postal ballot Forms/votes (including e-voting) received	139	8276811
4	Valid votes (including e-voting) cast in favour of the resolution & its %	136	8275891 (99.989%)
5	Valid votes cast(including e-voting) against the resolution and its %	3	920 (0.011%)

Resolution No.7: As a Special Resolution

Description of the Resolution:

Special resolution pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for Continuation of Directorship of Shri Pracheta Majumdar(DIN: 00179118), non-executive non-independent Director of the Company, liable to retire by rotation, on attaining the age of seventy five years with effect from 15th August, 2019.



Sl. No.	Particulars	No of postal ballot forms/votes (including e-voting)	No of Equity Shares (Votes)
1	Total postal ballot form/Votes (including e-voting) received	143	8277027
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	4	216
3	Net Valid postal ballot Forms/votes (including e-voting) received	139	8276811
4	Valid votes (including e-voting) cast in favour of the resolution & its %	136	8275891 (99.989%)
5	Valid votes cast(including e-voting) against the resolution and its %	3	920 (0.011%)

8. Since the number of votes cast in favour is more than three times the number of votes cast against the respective resolution(s) as mentioned above in point no. 7, I report that the Special Resolution(s) pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Management and Administration) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as contained in the Postal Ballot Notice dated 11th February, 2019 has been passed by the shareholders with requisite majority. In accordance with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India including any modification, amendment or re-enactment thereof for the time being in force, the resolutions are deemed to be passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-Voting, i.e. Monday, the 25th day of March, 2019.
9. The Postal Ballot Forms received and e-voting results/ list downloaded from the website of CDSL and other related papers/registers documents shall be handed over to the Company Secretary, authorised by the Board to conduct the postal ballot and e-voting process.

The result of voting of Postal Ballot may be declared accordingly.

Thanking you,



Yours faithfully,
For: R.K. Mishra & Associates
 (Company Secretaries)

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

Date : 27.03.2019

Place : Satna

Declaration by witness for Postal Ballot and e-voting

We, the undersigned witnesseth that:

1. The Postal Ballot Forms of Vindhya Telelinks Limited received were opened in our presence.
2. The e-voting results/list was unblocked and downloaded from the CDSL website (www.evotingindia.com) in our presence at 5:02:44 p.m. on 25th March, 2019.


Witness 1:



Mr. Sharad Patkar
Link Intime India Pvt. Ltd.
C-101, 247, Park
L.B.S. Marg,
Vikhroli (West)
MUMBAI-400083



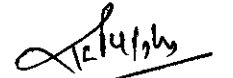
Witness 2:



Mr. Balaji Sharma
Link Intime India Pvt. Ltd.
C-101, 247, Park
L.B.S. Marg,
Vikhroli (West)
MUMBAI-400083



COUNTERSIGNED BY ME
For: R.K. Mishra & Associates
(Company Secretaries)



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

Date : 27.03.2019
Place : Satna

Annexure A**Details of Shri J. Veeraraghavan (DIN:00078998) who is re-appointed as an Independent Director of the Company:**

Sl. No.	Particulars	Information
1	Reason for Change viz., appointment	Re-appointment of Shri J. Veeraraghavan as an Independent Director of the Company for a second term of five (5) consecutive years.
2	Date of Appointment & term of appointment	Shri J. Veeraraghavan is re-appointed as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1 st April, 2019 to 31 st March, 2024.
3	Brief Profile	Shri J. Veeraraghavan, M.A. (Economics), is a retired Senior IAS Officer who has extensive experience at highest policy and administrative level as Secretary to the Government of India including of the HRD Ministry. He served as an Advisor to the Planning Commission, as Director with the Comptroller and Auditor General of India, the Public Accounts Committee and as Director of Defence Audit and member of the Audit Board. He also served as Regional Advisor to the United Nations, ESCAP at Bangkok and as Consultant to UNESCO and UNDP.
4	Disclosure of Relationships between Directors	Shri J. Veeraraghavan is not related to any Director of the Company.

Details of Shri S.K. Misra (DIN:00009411) who is re-appointed as an Independent Director of the Company:

Sl. No.	Particulars	Information
1	Reason for Change viz., appointment	Re-appointment of Shri S.K. Misra as an Independent Director of the Company for a second term of five (5) consecutive years.
2	Date of Appointment & term of appointment	Shri S.K. Misra is re-appointed as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1 st April, 2019 to 31 st March, 2024.
3	Brief Profile	Shri S.K. Misra, M.A. (Political Science), is a Retired Senior IAS Officer, who had served as Secretary to the Govt. of India including Principal Secretary to the Prime Minister. While in Government of India as Secretary (Tourism), he was responsible for initiating the Suraj Kund Crafts Mela, which has now recognized as an international event. As Development Commissioner (Handlooms), he initiated the setting up of National Institute of Fashion Technology. Appointed as Director General, Festivals of India, in France, USA, the then Soviet Union and Japan, where he showcased very comprehensively India's rich cultural traditions in the fields of visual and performing arts, theatre, exhibitions relating to design, textiles and achievements in the scientific field, film retrospectives and academic exchanges. Held the position of Emeritus Vice Chairman in



		"The Indian National Trust for Art and Cultural Heritage" (INTACH). Thereafter, he launched a new organization called "The Indian Trust for Rural Heritage and Development" which has become a Member of the International National Trusts Organisation (INTO). In 2009, the President of India conferred on him the prestigious Padma Bhushan Award, for his rendering distinguished services in the fields of Civil Service and Tourism.
4	Disclosure of Relationships between Directors	Shri S.K. Misra is not related to any Director of the Company.

Details of Shri R.C. Tapuriah (DIN:00395997) who is re-appointed as an Independent Director of the Company:

Sl. No.	Particulars	Information
1	Reason for Change viz., appointment	Re-appointment of Shri R.C. Tapuriah as an Independent Director of the Company for a second term of five (5) consecutive years.
2	Date of Appointment & term of appointment	Shri R.C. Tapuriah is re-appointed as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1 st April, 2019 to 31 st March, 2024.
3	Brief Profile	Shri R.C. Tapuriah, B. Com, is an industrialist with wide experience in Business and Industry.
4	Disclosure of Relationships between Directors	Shri R.C. Tapuriah is not related to any Director of the Company.

Details of Shri Shiv Dayal Kapoor (DIN: 00043634) who is re-appointed as an Independent Director of the Company:

Sl. No.	Particulars	Information
1	Reason for Change viz., appointment	Re-appointment of Shri Shiv Dayal Kapoor as an Independent Director of the Company for a second term of five (5) consecutive years.
2	Date of Appointment & term of appointment	Shri Shiv Dayal Kapoor is re-appointed as an Independent Director of the Company for a second term of five (5) consecutive years with effect from 1 st April, 2019 to 31 st March, 2024.
3	Brief Profile	Shri Shiv Dayal Kapoor is B.Sc in Metallurgical Engg. and has completed his MBA. He has over 50 years of rich experience in the minerals and metals industry. He served as the Chairman of MMTC Limited and Neelachal Ispat Nigam Ltd. He was also on the Board of Governors of IIM, Ahmedabad, on the governing bodies of Indian Institute of Information Technology, Bangalore and Indian Institute of Foreign Trade, New Delhi as Member. He is a recipient of the Best Chief Executive Gold Award - Rajiv Ratna National Award 2005 and Top CEO of the year Award 2000 - Indian Institute of Marketing & Management. is an industrialist with wide experience in Business and Industry.
4	Disclosure of Relationships between Directors	Shri Shiv Dayal Kapoor is not related to any Director of the Company.



[Handwritten Signature]

Details of Smt. Kiran Aggarwal (DIN: 06991807), whose Directorship is continued upto the expiry of her present term as an Independent Director of the Company i.e. 9th November, 2019:

Sl. No.	Particulars	Information
1	Reason for Change viz., appointment	Continuation of the Directorship of Smt. Kiran Aggarwal, upto the expiry of her present term as an Independent Director of the Company i.e. 9 th November, 2019, notwithstanding that she is above seventy five (75) years of age.
2	Date of Appointment & term of appointment	Continuation of the Directorship of Smt. Kiran Aggarwal, upto the expiry of her present term as an Independent Director of the Company i.e. 9 th November, 2019, notwithstanding that she is above seventy five (75) years of age.
3	Brief Profile	Smt. Kiran Aggarwal is B.A. Honours (English) and has completed her LLB. She joined the Indian Administrative Service in 1964 and retired in 2002. The significant Posts held were Principal Adviser, Planning Commission, Secretary to Govt. of India in the Ministries of Supply, Housing, Urban Development and Women and Child Development. As Additional Secretary in the Govt. of India, worked in the Department of Administrative Reforms, Public Grievances and Training. In the state of Haryana, held key posts in the departments of Education, Technical Education, P.W.D, Labour and Employment, Tourism, Cultural Affairs etc. Post retirement, apart from being associated with some voluntary organisations have served on some committee set up by the Govt of India. These inter-alia were Training Programme for IAS probationers, working of AICTE, Committee to look why government doctors were opting for private sector jobs, Trustee on the Victoria Memorial Hall Trust, etc. Presently, is a member of the Police Complaint Authority, Chandigarh and heading a Monitoring Committee for Shelter for Urban Homeless.
4	Disclosure of Relationships between Directors	Smt. Kiran Aggarwal is not related to any Director of the Company.

Details of Shri D.R. Bansal (DIN: 00050612), whose Directorship is continued as non-executive non-independent Director of the Company, liable to retire by rotation:

Sl. No.	Particulars	Information
1	Reason for Change viz., appointment	Continuation of Directorship of Shri D.R. Bansal as non-executive non-independent Director of the Company, liable to retire by rotation, notwithstanding that he is above seventy five (75) years of age.
2	Date of Appointment & term of appointment	Continuation of Directorship of Shri D.R. Bansal as non-executive non-independent Director of the Company, liable to retire by rotation, notwithstanding that he is above seventy five (75) years of age.



3	Brief Profile	Shri D.R. Bansal, M.Sc. (Chemistry), possesses rich and varied experience of over 56 years in various facets of cable and other industries including in the field of administration, production and marketing. His strength also includes strong relationship management, international alliances/tie ups and business development. He is actively associated with various cable industry forums in India and abroad and also served at the helm of all renowned power & telecommunication cables industry association(s) in India for several years.
4	Disclosure of Relationships between Directors	Shri D.R. Bansal is not related to any Director of the Company.

Details of Shri Pracheta Majumdar (DIN: 00179118), whose Directorship is continued as non-executive non-independent Director of the Company, liable to retire by rotation:

Sl. No.	Particulars	Information
1	Reason for Change viz., appointment	Continuation of Directorship of Shri Pracheta Majumdar as non-executive non-independent Director of the Company, liable to retire by rotation, on attaining the age of seventy five years with effect from 15 th August, 2019.
2	Date of Appointment & term of appointment	Continuation of Directorship of Shri Pracheta Majumdar as non-executive non-independent Director of the Company, liable to retire by rotation, on attaining the age of seventy five years with effect from 15 th August, 2019.
3	Brief Profile	Shri Pracheta Majumdar, B.E.(Mechanical), is a Mechanical Engineer and Management Advisor by profession, possesses more than 49 years of rich and varied experience in diverse fields viz. design & project management of chemicals, petrochemicals & fertilizer plants and setting up of large Greenfield projects. Spearheaded setting up of large projects both in India and abroad including an international joint venture project with a large US based multinational. Held the position of Managing Director at Ceat Tyres Ltd. and was on the Supervisory Board of RPG Group. Worked for about 12 years in Project and Manufacturing Department of Hindustan Unilever Ltd. (HUL). At the time of leaving, held the position of manufacturing head of the then largest plant of HUL. Attended various international management courses organized by HUL and executive Development Programmes and Advanced management Programmes conducted by Stanford University and Harvard Business School. Presently, he holds the position of Wholtime Director designated as the Chief Management Advisor in Birla Corporation Ltd.
4	Disclosure of Relationships between Directors	Shri Pracheta Majumdar is not related to any Director of the Company.

