

# R. K. Mishra & Associates

Company Secretaries

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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,

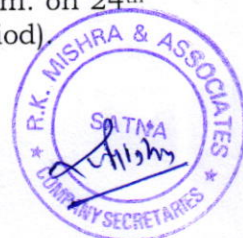
**RE: PASSING OF SPECIAL RESOLUTION(S) THROUGH POSTAL BALLOT**

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 23<sup>rd</sup> 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 11<sup>th</sup> 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 23<sup>rd</sup> 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 11<sup>th</sup> February, 2019.

2. The voting through Postal Ballot form / e-voting commenced at 9.00 a.m. on 24<sup>th</sup> February, 2019 and ended at 5.00 p.m. on 25<sup>th</sup> 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 25<sup>th</sup> 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 25<sup>th</sup> 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 15<sup>th</sup> 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 11<sup>th</sup> 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 1<sup>st</sup> April, 2019 to 31<sup>st</sup> 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%)

