

VTL/CS/24-25/Reg-44(3)

3 AUG 2024

BSE Ltd.  
Corporate Relationship Department,  
1<sup>st</sup> 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 Sirs,

**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 are submitting herewith the voting results along with Consolidated Scrutiniser's Report on voting through Remote e-Voting and Poll conducted at the 41<sup>st</sup> Annual General Meeting (AGM) of the Company held on Friday, 2<sup>nd</sup> August, 2024 at 10.00 A.M. at the registered office of the Company at Udyog Vihar, P.O. Chorhata, Rewa (M.P.) – 486 006.

<b>1.</b>	<b>Date of AGM</b>	<b>2<sup>nd</sup> August, 2024</b>
<b>2.</b>	<b>Total number of shareholders on record date (as on 26<sup>th</sup> July, 2024)</b>	17413
<b>3.</b>	<b>No. of shareholders present in the meeting either in person or through proxy</b>	
	Promoters and Promoter Group	2
	Public	50
<b>4.</b>	<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
	Promoters and Promoter Group	NIL
	Public	NIL

The details of voting results in respect of all Resolution(s) forming part of Ordinary and Special Businesses as set out in Item Nos. 1 to 5 of the Notice of the 41<sup>st</sup> Annual General Meeting of the Company are given in **Annexure 'A'**.



Works: i) Plot No. 1, Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.)  
ii) Plot No. 1-C & 1-D, Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.)

**VINDHYA TELELINKS LIMITED**

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The Voting Results along with Scrutiniser's Report are also available on the Company's website, <https://www.vtlrewa.com> and on the website of Central Depository Services (India) Limited, <https://www.evotingindia.com>.

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

# R.K. Mishra & Associates

Company Secretaries

Shop No. 8 & 9, K.B. Complex, Near Bus Stand, Semariya Chowk, SATNA (M.P.) 485001

CS Rajesh Kumar Mishra

E.: rkmaoffice@gmail.com

M.: 91-9425172829



Ref.

Date.....

## CONSOLIDATED SCRUTINISER'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 41<sup>st</sup> Annual General Meeting of the Members of Vindhya Telelinks Limited held on Friday, 2<sup>nd</sup> August, 2024 at 10.00 A.M. at the Registered Office of the Company at Staff Health and Recreation Centre, Udyog Vihar, P.O. Chorhata, Rewa (M.P.)-486006

**Sub: Consolidated Scrutiniser's Report on voting through Remote e-Voting and Poll at the 41<sup>st</sup> 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 framed 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 Scrutiniser by the Board of Directors of the Company for the Remote e-Voting process in a 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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for the resolutions set out in the Notice dated 17<sup>th</sup> May, 2024 for the 41<sup>st</sup> AGM of the members of the Company, held on 2<sup>nd</sup> day of August, 2024 at 10.00 A.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 Scrutinisers by the Board of Directors of the Company for the purpose of scrutinising the voting through Ballot process (Poll) in a fair and transparent manner at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for the resolution(s) set out in the Notice dated 17<sup>th</sup> May, 2024 for the 41<sup>st</sup> AGM of the members of the Company, held on 2<sup>nd</sup> day of August, 2024 at 10.00 A.M. at the Registered Office of the Company at Staff Health and Recreation Centre, Udyog Vihar, P.O. Chorhata, Rewa – 486 006 (M.P.)





**Resolution No. 1: As an Ordinary Resolution****Brief Description of Resolution**

ADOPTION OF THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

Mode of Voting	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
E-Voting	280	7934163	100.00	1	1	0.00	1	100
Poll (Ballot Process)	3	1214386	100.00	0	0	0.00	0	0
<b>Total</b>	<b>283</b>	<b>9148549</b>	<b>100.00</b>	<b>1</b>	<b>1</b>	<b>0.00</b>	<b>1</b>	<b>100</b>

**Resolution No. 2: As an Ordinary Resolution****Brief Description of Resolution**

ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 TOGETHER WITH THE REPORT OF AUDITORS THEREON.

Mode of Voting	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
E-Voting	268	5362732	67.59	13	2571432	32.41	1	100
Poll (Ballot Process)	3	1214386	100.00	0	0	0.00	0	0
<b>Total</b>	<b>271</b>	<b>6577118</b>	<b>71.89</b>	<b>13</b>	<b>2571432</b>	<b>28.11</b>	<b>1</b>	<b>100</b>



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

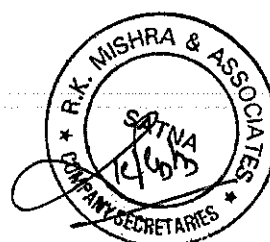
DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024.

Mode of Voting	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
E-Voting	281	7939335	100.00	1	1	0.00	1	100
Poll (Ballot Process)	3	1214386	100.00	0	0	0.00	0	0
<b>Total</b>	<b>284</b>	<b>9153721</b>	<b>100.00</b>	<b>1</b>	<b>1</b>	<b>0.00</b>	<b>1</b>	<b>100</b>

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

RETIREMENT BY ROTATION OF SHRI PRACHETA MAJUMDAR (DIN: 00179118), A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY, WHO DOES NOT SEEK RE-APPOINTMENT AND NOT TO FILL UP THE VACANCY SO CAUSED, FOR THE TIME BEING.

Mode of Voting	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
E-Voting	279	7939205	100.00	3	131	0.00	1	100
Poll (Ballot Process)	3	1214386	100.00	0	0	0.00	0	0
<b>Total</b>	<b>282</b>	<b>9153591</b>	<b>100.00</b>	<b>3</b>	<b>131</b>	<b>0.00</b>	<b>1</b>	<b>100</b>



**Resolution No. 5: As an Ordinary Resolution**

**Brief Description of Resolution**

RATIFICATION OF REMUNERATION TO BE PAID TO COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING ON MARCH 31, 2025.

Mode of Voting	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
E-Voting	278	7939245	100.00	4	91	0.00	1	100
Poll (Ballot Process)	3	1214386	100.00	0	0	0.00	0	0
<b>Total</b>	<b>281</b>	<b>9153631</b>	<b>100.00</b>	<b>4</b>	<b>91</b>	<b>0.00</b>	<b>1</b>	<b>100</b>

10. The physical and electronic data and all other relevant records relating to Remote e-Voting as well that of Poll conducted through Ballot Process at the AGM shall remain in my safe custody and will be handed over to the Company Secretary of the Company for preserving safely after the Chairman considers, approves and signs the minutes of the 41<sup>st</sup> AGM.

Thanking You,

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



A handwritten signature in black ink, appearing to read "Rajesh Kumar Mishra".

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

Place: Rewa (M.P.)  
Date: 3<sup>rd</sup> August, 2024  
UDIN: F005383F000888023

Countersigned by:  
For Vindhya Telelinks Limited

A handwritten signature in black ink, appearing to read "Dinesh Kapoor".

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

**VINDHYA TELELINKS LIMITED**

**ANNEXURE 'A'**

<b>Resolution 1:</b>	Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.							
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary							
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>on outstanding shares</b>	<b>No. of Votes in favour</b>	<b>No. of Votes against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	E-Voting	5160205	5132205	99.46	5132205	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		5132205	99.46	5132205	0	100.00	0.00
<b>Public - Institutions</b>	E-Voting	1316404	1213424	92.18	1213424	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		1213424	92.18	1213424	0	100.00	0.00
<b>Public - Non Institutions</b>	E-Voting	5374254	1588535	29.56	1588534	1	100.00	0.00
	Poll		1214386	22.60	1214386	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		2802921	52.15	2802920	1	100.00	0.00
<b>Total</b>		<b>11850863</b>	<b>9148550</b>	<b>77.20</b>	<b>9148549</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>

Whether resolution is passed or not?(YES/NO)	<b>YES</b>
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<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	0
Public Institutions	0
Public-Non Institutions	100



<b>Resolution 2:</b>	Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of Auditors thereon.							
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary							
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	E-Voting	5160205	5132205	99.46	3576572	1555633	69.69	30.31
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		5132205	99.46	3576572	1555633	69.69	30.31
<b>Public - Institutions</b>	E-Voting	1316404	1213424	92.18	237726	975698	19.59	80.41
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		1213424	92.18	237726	975698	19.59	80.41
<b>Public - Non Institutions</b>	E-Voting	5374254	1588535	29.56	1548434	40101	97.48	2.52
	Poll		1214386	22.60	1214386	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		2802921	52.15	2762820	40101	98.57	1.43
<b>Total</b>		11850863	9148550	77.20	6577118	2571432	71.89	28.11

Whether resolution is passed or not?(YES/NO)	YES
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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public-Non Institutions	100



<b>Resolution 3:</b>	Declaration of Dividend on Equity Shares for the financial year ended March 31, 2024.							
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary							
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	E-Voting	5160205	5132205	99.46	5132205	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		5132205	99.46	5132205	0	100.00	0.00
<b>Public - Institutions</b>	E-Voting	1316404	1218596	92.57	1218596	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		1218596	92.57	1218596	0	100.00	0.00
<b>Public - Non Institutions</b>	E-Voting	5374254	1588535	29.56	1588534	1	100.00	0.00
	Poll		1214386	22.60	1214386	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		2802921	52.15	2802920	1	100.00	0.00
<b>Total</b>		11850863	9153722	77.24	9153721	1	100.00	0.00

Whether resolution is passed or not?(YES/NO)	YES
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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public-Non Institutions	100



<b>Resolution 4:</b>	Retirement by rotation of Shri Pracheta Majumdar (DIN: 00179118), a Non-Executive Non-Independent Director of the Company, who does not seek re-appointment and not to fill up the vacancy so caused, for the time being.							
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary							
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	5160205	5132205	99.46	5132205	0	100.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot</b>		0	0.00	0	0	0.00	0.00
	<b>Total</b>		5132205	99.46	5132205	0	100.00	0.00
<b>Public - Institutions</b>	<b>E-Voting</b>	1316404	1218596	92.57	1218596	0	100.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot</b>		0	0.00	0	0	0.00	0.00
	<b>Total</b>		1218596	92.57	1218596	0	100.00	0.00
<b>Public - Non Institutions</b>	<b>E-Voting</b>	5374254	1588535	29.56	1588404	131	99.99	0.01
	<b>Poll</b>		1214386	22.60	1214386	0	100.00	0.00
	<b>Postal Ballot</b>		0	0.00	0	0	0.00	0.00
	<b>Total</b>		2802921	52.15	2802790	131	100.00	0.00
<b>Total</b>		11850863	9153722	77.24	9153591	131	100.00	0.00

<b>Whether resolution is passed or not?(YES/NO)</b>	<b>YES</b>
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<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	0
Public Institutions	0
Public-Non Institutions	100



<b>Resolution 5:</b>	Ratification of remuneration to be paid to Cost Auditors of the Company for the financial year ending on March 31, 2025.							
<b>Resolution required: (Ordinary/ Special)</b>	Ordinary							
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	5160205	5132205	99.46	5132205	0	100.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot</b>		0	0.00	0	0	0.00	0.00
	<b>Total</b>		5132205	99.46	5132205	0	0.00	0.00
<b>Public - Institutions</b>	<b>E-Voting</b>	1316404	1218596	92.57	1218596	0	100.00	0.00
	<b>Poll</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot</b>		0	0.00	0	0	0.00	0.00
	<b>Total</b>		1218596	92.57	1218596	0	100.00	0.00
<b>Public - Non Institutions</b>	<b>E-Voting</b>	5374254	1588535	29.56	1588444	91	99.99	0.01
	<b>Poll</b>		1214386	22.60	1214386	0	100.00	0.00
	<b>Postal Ballot</b>		0	0.00	0	0	0.00	0.00
	<b>Total</b>		2802921	52.15	2802830	91	100.00	0.00
<b>Total</b>		11850863	9153722	77.24	9153631	91	100.00	0.00

Whether resolution is passed or not?(YES/NO)	YES
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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public-Non Institutions	100

