



Vindhya Telelinks Ltd.

Reg. Office : Udyog Vihar, P.O. Chorhata
Rewa - 486 006 (M.P.) INDIA
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PAN No. AAACV7757J
CIN No. L31300MP1983PLC002134

VTL/CS/16-17/

22 AUGUST 2016

BSE Limited
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 EQ

Dear Sir,

Sub: Proceedings of 33rd Annual General Meeting

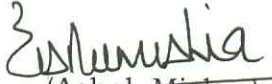
We would like to inform you that the 33rd Annual General Meeting (AGM) of Members of Vindhya Telelinks Limited was held on 19th August, 2016 at 11.30 A.M. at the registered office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.). The members of the Company have approved the ordinary as well as special businesses as set out in the Notice of AGM dated 19th May, 2016 with requisite majority.

In accordance with the Regulation 30 (6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 33rd Annual General Meeting of the Company is enclosed herewith for your kind information.

Please find the same in order and acknowledge the receipt.

Thanking you,

Yours faithfully,
For Vindhya Telelinks Limited


(Ashok Mishra)
Company Secretary

Encl: As above



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.)

BRIEF PROCEEDINGS OF THE 33RD ANNUAL GENERAL MEETING OF VINDHYA TELELINKS LIMITED HELD ON 19TH AUGUST, 2016

The 33rd Annual General Meeting of the members of the Company was held on 19th August, 2016 at 11.30 A.M. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.).

Shri Harsh V.Lodha, Chairman of the Board of Directors took the Chair and presided the meeting in accordance with the Article 72 of the Articles of Association of the Company.

Fifty Seven (57) Members were present in person including Fifteen (15) Body Corporate Members present through their authorised representatives and Six (6) Members were represented by their Proxies.

The quorum was present at the commencement of the Meeting as well as at the time of consideration of each item of business. The Chairman confirmed the compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, applicable provisions of the Secretarial Standard on General Meeting (SS-2) issued under Section 118(10) of the Companies Act, 2013 with respect to calling, convening and conducting the Annual General Meeting.

The Register of Directors and Key Managerial Personnel Shareholding maintained under Section 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014; the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013; Register of Proxies; Audited Standalone and Consolidated financial statements for the year ended 31st March, 2016; Independent Auditors' Report on the audited standalone and consolidated financial statements of the Company; Secretarial Audit Report; Memorandum and Article of Association of the Company, are open and accessible during the continuance of the meeting to any member having a right to attend the Meeting.

The Chairman informed the members that pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has extended to its members facility to exercise their right to vote by electronic means in respect of the business to be transacted at the Thirty Third Annual General Meeting. The remote e-voting commenced on 15th August, 2016 (at 9:00 am) and ended on 18th August, 2016 (at 5:00 pm). Shri Rajesh Kumar Mishra, Practicing Company Secretary or failing him Shri R.S.Bajaj, Practicing Company Secretary was appointed as Scrutinizer for the remote e-voting process.



The Chairman apprised the members about the performance of the Company during the financial year 2015-16 and the prevailing business condition in telecom cables industry in particular and infrastructure sector in general. The Chairman then invited the Members to ask questions, if any, and/or otherwise offer their view/comments. There queries raised and suggestions made by Members in the Meeting were duly and satisfactorily replied by the Chairman and Directors present in the Meeting.

The Chairman informed the members that the Company has arranged for poll for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility, on all the 8(eight) resolutions as mentioned in the Notice of the 33rd Annual General Meeting to be passed in this Meeting. Thereafter, all the 8(eight) resolutions were proposed and seconded.

Thereafter, the Chairman ordered for a poll to be taken at the Meeting on all the 8(eight) resolutions as mentioned in the Notice of 33rd Annual General Meeting and requested the Scrutinizers to conduct the poll process. Shri Rajesh Kumar Mishra, Practicing Company Secretary and Shri Hemant Singh, Chartered Accountant in Practice were appointed as Scrutinizers for conducting poll and were requested by the Chairman for orderly conduct of the voting.

After completion of the poll process, the Chairman informed that the combined results of remote e-voting and poll would be declared by Shri Y.S.Lodha, Managing Director of the Company on 20th August, 2016 at 5.00 P.M. at the Registered Office of the Company.

On the basis of consolidated Scrutinizer's report on remote e-voting and poll dated 20th August, 2016, Shri Y.S.Lodha, Managing Director announced the combined results of remote e-voting and poll on 20th August, 2016 at 5.00 P.M. at the Registered Office of the Company.

The resolutions passed by the members briefly related to the following:

ORDINARY BUSINESS:

1. Approval and adoption of audited financial statements of the Company for the year ended 31st march, 2016 and the reports of the Board of Directors and Auditors thereon (**Ordinary Resolution**).
2. Declaration of dividend for the year 2015-16 on equity shares (**Ordinary Resolution**).
3. Re-appointment of Shri Harsh V. Lodha (DIN:00394094) as a Director, who retires by rotation (**Ordinary Resolution**).



4. Ratification of re-appointment of Messrs V.Sankar Aiyar & Co., Chartered Accountants, as Auditors of the Company and fix their remuneration **(Ordinary Resolution)**.

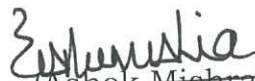
SPECIAL BUSINESS:

5. Increase in the borrowing powers/limit of the Company pursuant to section 180(1)(c) of the Companies Act, 2013 upto an amount not exceeding in aggregate Rs.1800 crores outstanding at any time **(Special Resolution)**.
6. Authority to the Board of Directors pursuant to section 180(1)(a) of the Companies Act, 2013 for creation of charge / mortgages / hypothecations / pledges/ other security 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.2500 crores **(Special Resolution)**.
7. Place of keeping register of members, index of members, etc. pursuant to section 94 of the Companies Act, 2013 **(Special Resolution)**.
8. Ratification of remuneration payable to Cost Auditors for the year ending March 31, 2017 **(Ordinary Resolution)**.

All the above ordinary as well as special resolution(s) were approved and passed by the members with requisite majority.

For Vindhya Telelinks Limited




(Ashok Mishra)
Company Secretary