



Vindhya Telelinks Ltd.

Reg. Office : Udyog Vihar, P.O. Chorhata
Rewa - 486 006 (M.P.) INDIA
Tel. : (07662) 400400 • Fax : (07662) 400591
E-Mail : headoffice@vtlrewa.com
Website : www.vtlrewa.com
PAN No. AAACV7757J
CIN No. L31300MP1983PLC002134

COMBINED RESULT OF REMOTE E-VOTING AND POLL AT THE THIRTY SECOND ANNUAL GENERAL MEETING OF VINDHYA TELELINKS LIMITED HELD ON THURSDAY, THE 23RD JULY, 2015 AT 10.30 A.M. AT UDYOG VIHAR, P.O. CHORHATA, REWA- 486 006 (M.P.)

The combined result of remote e-voting and Poll for each resolution has been computed by adding the votes of the remote e-voting **In Favour** or **Against** a resolution with the Poll **In Favour** or **Against** the same resolution. The combined result of remote e-voting and Poll is as under:

Resolution No.	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
1	75	7608766	100 %	NIL	NIL	NIL	NIL	NIL
2	75	7608766	100 %	NIL	NIL	NIL	NIL	NIL
3	75	7608766	100 %	NIL	NIL	NIL	NIL	NIL
4	75	7608766	100 %	NIL	NIL	NIL	NIL	NIL
5	75	7608766	100 %	NIL	NIL	NIL	NIL	NIL
6	75	7608766	100 %	NIL	NIL	NIL	NIL	NIL
7	75	7608766	100 %	NIL	NIL	NIL	NIL	NIL

In view of the above results, all the Ordinary as well as Special Resolutions as stated in the Notice of 32nd Annual General Meeting stand duly passed with requisite majority.

For Vindhya Telelinks Limited

(Y.S.Lodha)
Managing Director

Place : Rewa (M.P.)
Date : 25.07.2015



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.)



R. K. Mishra & Associates

Company Secretaries

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

E-mail : rajeshm1973@indiatimes.com, rachitfinance@gmail.com

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

Date

Consolidated Scrutinizer'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 32nd Annual General Meeting of the Members of
Vindhya Telelinks Limited held on Thursday, 23rd July, 2015
at the Registered Office of the Company
at Udyog Vihar, P.O. Chorhata, Rewa (M.P.)-486006

Dear Sir,

1. I, Rajesh Kumar Mishra, Company Secretary in practice, have been appointed as a Scrutinizer by the Board of Directors of Vindhya Telelinks Limited (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) in fair and transparent manner as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended for the resolutions set out in the Notice dated 16th May, 2015 of the 32nd AGM of the members of Vindhya Telelinks Limited, held on 23rd day of July, 2015 at 10.30 A.M. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa (M.P.).
2. I and Shri Deepan Gupta were appointed as Scrutinizers for the purpose of scrutinizing the voting through polling paper in fair and transparent manner at the 32nd Annual General Meeting of the member of Company as per the provision of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended for the resolutions set out in the Notice dated 16th May, 2015 of the 32nd AGM of the members of Vindhya Telelinks Limited, held on 23rd day of July, 2015 at 10.30 A.M. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa (M.P.).



3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e. by remote e-voting) and voting by poll paper at the AGM for the resolutions contained in the Notice of the 32nd AGM of the members of the Company. My responsibility as a Scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) and Poll at the AGM is restricted to make a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above.
4. Separate Scrutinizer's Report dated 25th July, 2015 on the remote e- voting and Scrutinizers Report dated 25th July, 2015 on the poll have been issued on the resolutions contained in the notice of the AGM.
5. Based on reports generated from the e-voting website of CDSL and voting through polling paper at the 32nd AGM, the consolidated report on the result of voting on each resolution are given hereunder:

Resolution No. 1: As Ordinary Resolution

Description of Resolution

To receive, consider and adopt (a) the audited Financial Statements of the Company for the financial year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; (b) the audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015.

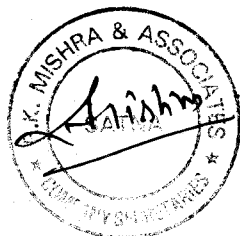
Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes Cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
1	75	7608766	100 %	NIL	NIL	NIL	NIL	NIL

Resolution No. 2: As Ordinary Resolution

Description of Resolution

To declare a dividend on equity shares.

Resolution No.	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
2	75	7608766	100 %	NIL	NIL	NIL	NIL	NIL



Resolution No. 3: As Ordinary Resolution

Description of Resolution

To appoint a Director in place of Shri D.R.Bansal (DIN: 00050612), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Resolution No.	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
3	75	7608766	100 %	NIL	NIL	NIL	NIL	NIL

Resolution No. 4: As Ordinary Resolution

Description of Resolution

To re-appoint Messrs V. Sankar Aiyar & Co., Chartered Accountants, (Registration No. 109208W), the retiring auditors, as Auditors of the Company pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder for further period of upto five financial years starting from April 1, 2015 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next five Annual General Meeting(s) of the Company, subject to ratification of the appointment by members at every Annual General Meeting held after this Annual General Meeting, on such remuneration as shall be decided by the Board of Directors of the Company from time to time.

Resolution No.	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
4	75	7608766	100 %	NIL	NIL	NIL	NIL	NIL



Resolution No. 5: As Ordinary Resolution**Description of Resolution**

To appoint Smt. Kiran Aggarwal (DIN: 06991807) as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 10th November, 2014.

Resolution No.	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
5	75	7608766	100 %	NIL	NIL	NIL	NIL	NIL

Resolution No. 6: As Ordinary Resolution**Description of Resolution**

Ratification of Cost Auditor's remuneration for the financial year 2015-16.

Resolution No.	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
6	75	7608766	100 %	NIL	NIL	NIL	NIL	NIL

Resolution No. 7: As Special Resolution**Description of Resolution**

To re-appoint Shri Y.S. Lodha (DIN: 00052861) as Managing Director of the Company for a further period of five years with effect from 4th November, 2015.

Resolution No.	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
7	75	7608766	100 %	NIL	NIL	NIL	NIL	NIL


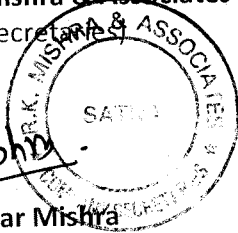


6. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at the 32nd AGM shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

For: - R.K. Mishra & Associates
(Company Secretary)





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

Place: Rewa (M.P.)
Date: 25th July, 2015

Countersigned by:
For Vindhya Telelinks Limited




Y.S. Lodha
Managing Director