



VTL/CS/15-16/

14 JAN 2016

The General Manager
Corporate Relationship Department,
BSE Ltd.
14th Floor, P.J.Towers,
Dalal Street, Fort,
MUMBAI – 400 001

The Manager
Listing Department
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 Sirs,

Sub: Disclosure pertaining to voting results of postal ballot and e-voting

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

With reference to our letter No.VTL/CS/15-16 dated 4th December, 2015 pertaining to the notice for postal ballot and e-voting dated 6th November, 2015, consent of the Members was sought on the resolution as mentioned in the said Notice. In this context, we enclose herewith details regarding the voting results of the Ordinary Resolution, in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform you that the said resolution has been approved by the Members with requisite majority. We enclose herewith the Report dated 12th January, 2016 of Shri R.S.Bajaj, Practicing Company Secretary, Scrutinizer appointed by the Company for conducting the postal ballot and e-voting process.

Please take the same on the records.

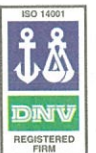
Thanking you,

Yours faithfully,
for Vindhya Telelinks Limited

(Ashok Mishra)
Company Secretary

Encl: 1. Voting Results of postal ballot & e-voting
2. Scrutinizer's Report

CC: Central Depository Services (India) Limited (CDSL)



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

Date of the AGM/EGM (Voting period for the resolution passed through postal ballot and e-voting) From 9.00 A.M. on Monday, 7th December, 2015 till 5.30 P.M. on Wednesday, 6th January, 2016

The date of passing of resolution through postal ballot and e-voting	14th January, 2016
Total Number of shareholders on record date (i.e. 27th November, 2015)	7461
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group	1
Public	
No. of shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group	
Public	
Resolution required: (Ordinary/Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No. All the related parties of the Company have been abstained from voting in the proposed postal ballot resolution.

Ordinary Resolution under applicable provisions of the Companies Act, 2013 and applicable provisions of Listing Agreement/Regulations for authority to the Board of Directors to enter into contracts/arrangements/transactions with Birla Furukawa Fibre Optics Private Limited, a Related Party.

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		237411	2.0033	237411	0	100.0000	0.0000
	Poll	5157305	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		237411	2.0033	237411	0	100.0000	0.0000
Public-Institutions	E-Voting		960716	8.1067	960716	0	100.0000	0.0000
	Poll	1792558	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		960716	8.1067	960716	0	100.0000	0.0000
Public-Non Institutions	E-Voting		1501850	12.6729	1379908	100	91.8805	0.0067
	Poll	4901000	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(if applicable)		1198110	10.1099	1197724	386	99.9678	0.0322
	Total		2699960	22.7828	2577632	486	95.4693	0.0180
Total		11850863	3898087	32.8929	3775759	486	96.8618	0.0125

Note : Votes cast by M/s Punjab Produce Holdings Limited falling under promoter and promoter group for 121842 shares have not been considered for voting results.



for Vindhya Telelinks Limited

Ashok Mishra
(Ashok Mishra)

Company Secretary

**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]**

The Chairman
Vindhya Telelinks Limited
Udyog Vihar, P.O. Chorhata
Rewa-486006 (M.P.)

Dear Sir,

**RE: PASSING OF ORDINARY RESOLUTION
THROUGH POSTAL BALLOT**

I, R. S. Bajaj, Practicing Company Secretary of Mumbai, appointed as Scrutinizer by M/s Vindhya Telelinks Limited ("the Company") with respect to the **Ordinary Resolution** 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") and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 5th December, 2015 to the shareholders whose email are registered with the Company for voting through postal ballot & e-voting facility provided by CDSL. The postal ballot notice dated 6th November, 2015 together with postal ballot form ('Form') along with self-addressed postage prepaid business reply envelope was sent to the shareholders through Speed Post.



On 7th December, 2015, the Company has completed dispatch of Notice of Postal Ballot for seeking approval of members by way of Ordinary Resolution for authority to the Board of Directors to enter into contracts/arrangements/ transactions with Birla Furukawa Fibre Optics Private Limited, a Related Party.

- (2) The voting through Postal Ballot form / e-voting commenced at 9.00. a.m. on 7th December, 2015 and ended at 5.30 p.m. on 6th January, 2016 (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 Ms Sharmila Amin. The e-voting results/ List was unblocked and downloaded from the CDSL website (www.evotingindia.com) at 5.46 p.m. on 6th January, 2016 in the presence of two witnesses, viz., Mr Sharad Patkar & Ms Sharmila Amin.
- (4) All postal ballot forms including e- voting received up to 5.30 p.m. on 6th January, 2016 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 27th November, 2015. In case of voting by Companies, Institutions, Trusts, Societies, etc, I have verified the requisite documents authorizing 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, missing authorization documents, etc. Votes cast by M/s. Punjab Produce Holdings Limited for 1,21,842 shares has not been considered for voting result. All the Related Parties have abstained in the voting for the proposed ordinary resolution.



- (7) The summary of the voting results of postal ballot including e-voting is as under:

Sr. No.	Particulars	To approve Ordinary Resolution under applicable provisions of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
		No of postal ballot forms/votes (including e-voting)	No of Equity Shares (Votes)
1	Total postal ballot form/Votes (including e-voting) received	224	38,98,589
2	Less: Invalid/not considered postal ballot forms/votes (including e-votes) received	3	1,22,344
3	Net valid postal ballot forms/votes (including e-voting) received	221	37,76,245
4	Valid votes (including e-voting) cast in favour of the resolution & its %	215	37,75,759 (99.99%)
5	Valid votes cast (including e-voting) against the resolution and its %	6	486 (0.01%)

- (8) Since the number of votes cast in favour is more than the number of votes cast against, I report that the Ordinary Resolution passed 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 set out in the Notice dated 6th November, 2015 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the date of the announcement of result.



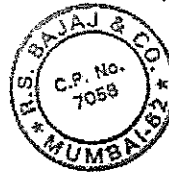
- (9) The postal ballot forms received and e-voting results/ list downloaded from the website of CDSL and other related papers/registers documents shall be handed over to the Company Secretary, authorized by the Board to conduct the postal ballot and e-voting process.

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

Thanking you,

Yours faithfully,
For R.S. Bajaj & Co.,
Company Secretaries

Date : 12.01.2016
Place : Mumbai



(R.S.Bajaj)
CP No.7058
M.No.ACS-3370

Declaration by witness for Postal Ballot and e-voting

We, the undersigned witnesseth that:

1. The Postal Ballot Forms of Vindhya Teletelinks 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 5.46 p.m. on 6th January, 2016.

Witness 1:

Witness 2:

A

Mr. Sharad Patkar
Link Intime India Pvt. Limited
C-13, Parnalal Silk Mills Compound
LBS Marg, Bhandup (West)
Mumbai - 400 078

Shub

Ms. Sharmila Amin
Link Intime India Pvt. Limited
C-13, Parnalal Silk Mills Compound
LBS Marg, Bhandup (West)
Mumbai - 400 078

COUNTERSIGNED BY ME
For R.S. Bajaj & Co.,
Company Secretaries

Date : 12.01.2016
Place : Mumbai



R
[R.S. Bajaj]
CP No. 7058
M.No. ACS-3370