

**FORM No.MGT-13**

**Report of Scrutinizer(s)**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

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

**Thirty First Annual General Meeting of the Equity Shareholders of Vindhya Telelinks Limited held on Tuesday, 12<sup>th</sup> August, 2014 at Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.)**

Dear Sir,

We, Rajesh Kumar Mishra and D.C. Das appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Thirty First Annual General Meeting of the Equity Shareholders of Vindhya Telelinks Limited, held on Tuesday, 12<sup>th</sup> August, 2014 at Udyog Vihar, P.O. Chorhata, Rewa-486006(M.P.), submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification mark placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Share Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. We did not find any poll papers invalid.
4. The result of the Poll is as under:

(a) Resolution:

**Item No.1: Adoption of Audited Financial Statements, Directors' and Auditors' Report for the year ended 31<sup>st</sup> March, 2014**

(i) Voted **in favour of** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	3580190	82.63%



*R.K. Mishra*

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	752355	17.37%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(b) Resolution:

**Item No.2: Declaration of Dividend for the year 2013-14 on Equity Shares**(i) Voted **in favour of** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	3580190	82.63%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	752355	17.37%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



*R.K. Mishra*

(c) Resolution:

**Item No.3: Re-appointment of Shri Pracheta Majumdar as a Director, who retires by rotation**(i) Voted **in favour of** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	3580190	82.63%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	752355	17.37%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(d) Resolution:

**Item No.4: Appointment of Auditors and fix their remuneration**(i) Voted **in favour of** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	3580190	82.63%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	752355	17.37%



*[Handwritten signature]*



[4]

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(e) Resolution:

**Item No.5: Appointment of Shri Shiv Dayal Kapoor as an Independent Director**

(i) Voted **in favour of** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	3580190	82.63%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	752355	17.37%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(f) Resolution:

**Item No.6: Appointment of Shri S.K.Misra as an Independent Director**

(i) Voted **in favour of** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	3580190	82.63%



*[Handwritten signature]*

[5]

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	752355	17.37%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(g) Resolution:

**Item No.7: Appointment of Shri J.Veeraraghavan as an Independent Director**

(i) Voted **in favour of** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	3580190	82.63%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	752355	17.37%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



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[6]

(h) Resolution:

**Item No.8: Appointment of Shri R.C.Tapuriah as an Independent Director**

(i) Voted **in favour of** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	3580190	82.63%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	752355	17.37%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(i) Resolution:

**Item No.9: Ratification of Cost Auditors' Remuneration**

(i) Voted **in favour of** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	3580190	82.63%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	752355	17.37%



*[Handwritten signature]*

[7]

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

5. A Compact Disc(CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

**Note: Three members attended the Annual General Meeting but did not cast vote.**

Thanking you,

  
(D.C. Das)  
Scrutinizer

Yours faithfully,  
  
(Rajesh Kumar Mishra)  
Scrutinizer

Place : Rewa

Date : 12.08.2014



# 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 Aug 09, 2014.....

## REPORT OF SCRUTINIZER

### [E – VOTING]

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman  
Vindhya Telelinks Limited  
Udyog Vihar, PO Chorhata  
Rewa - 486006

Sir,

I, Rajesh Kumar Mishra, Proprietor of M/s R.K. Mishra & Associates, Company Secretaries, Satna (M.P.) was appointed as Scrutinizer for the 31<sup>st</sup> Annual General Meeting of the Equity Shareholders of “Vindhya Telelinks Limited” to be held on Tuesday, the 12<sup>th</sup> of August, 2014 at 3.00 P.M. at Udyog Vihar P.O. Chorhata, Rewa (M.P.) - 486006 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under :

1. The e-voting period remained open from 9.30 AM on Wednesday, the 06<sup>th</sup> of August, 2014 up to 5.30 PM on Thursday, the 07<sup>th</sup> of August, 2014.





2. The Shareholders holding shares as on the "cut off" date, i.e. 30<sup>th</sup> June, 2014 were entitled to vote on the proposed 9 (Nine) resolutions as mentioned in the Notice of the 31<sup>st</sup> Annual General Meeting of "Vindhya Telelinks Limited" (Item Number 1 to 9 of the Notice of the 31<sup>st</sup> AGM of Vindhya Telelinks Limited)
3. The votes were unblocked on Friday, the 8<sup>th</sup> of Aug, 2014 around 11.46 A.M. in the presence of two witnesses, namely, Mr. Kishor Kumar Gupta, residing at Tikuriya Tola, Satna, Madhya Pradesh -485001) and Mr. Rahul Mohindra residing at Lal Kothi, Sharda Devi Road, Maihar, Distt- Satna, Madhya Pradesh-485771 who are not in employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.

(..........)

(..........)

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>).
5. The result of the e-voting is as under:

**a) Resolution 1**

**Adoption of Audited Financial Statements, Directors' and Auditors' Report for the year ended 31<sup>st</sup> March, 2014**

- (i) Voted in favour of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
21	2927967	100%



(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

b) **Resolution 2**

**Declaration of Dividend for the year 2013-14 on Equity Shares**

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
21	2927967	100 %

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil



c) **Resolution 3**

**Re-appointment of Shri Pracheta Majumdar as a Director, who retires by rotation**

(i) **Voted in favor of Resolution:**

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
21	2927967	100 %

(ii) **Voted against of Resolution:**

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid Voted:**

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

d) **Resolution 4**

**Appointment of Auditors and fix their remuneration**

(i) **Voted in favour of Resolution:**

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
21	2927967	100 %





(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

e) **Resolution 5**

**Appointment of Shri Shiv Dayal Kapoor as an Independent Director**

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
21	2927967	100 %

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil



(iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

f) **Resolution 6**

**Appointment of Shri S.K.Misra as an Independent Director**

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
21	2927967	100%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil



g) **Resolution 7**

**Appointment of Shri J.Veeraraghavan as an Independent Director**

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
21	2927967	100%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

h) **Resolution 8**

**Appointment of Shri R.C.Tapuriah as an Independent Director (i)**

Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
21	2927967	100%







(iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our 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.

Thanking You,

Yours Faithfully  
For : **R.K. Mishra & Associates**

  
**(Rajesh Kumar Mishra)**  
Proprietor

Company Secretary  
CP NO. : 4433  
FCS NO. : 5383

Place : Satna

Dated : 09/08/2014