



NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Members of Vindhya Telelinks Limited will be held on Friday, the August 19, 2016 at 11.30 A.M. at the Registered Office of the Company at Udyog Vihar, P.O.Chorhata, Rewa (M.P.) - 486 006, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the audited Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the Report of Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2016.
3. To appoint a Director in place of Shri Harsh V. Lodha (DIN: 00394094), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To ratify re-appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants, (Registration No. 109208W) as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be decided by the Board of Directors of the Company from time to time.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED that in supersession of the earlier resolution passed by the Members of the Company through Postal Ballot on August 5, 2014, save as respect things done or omitted to be done before such supersession, and pursuant to the provisions of Section(s) 180(1)(c), 180(2) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, including any statutory modifications or re-enactments thereof read together with Articles of Association of the Company and subject to any other approval, if so required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, any sum or sums of money in any manner for the purpose of business of the Company and upon such terms and conditions, with or without security, as the Board of Directors may in its absolute discretion think fit, notwithstanding that the money to be borrowed together with monies already borrowed by the Company (apart from temporary loans as defined in Explanation to Section 180(1)(c) of the Companies Act, 2013, obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed at any time the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs.1800 Crores (Rupees One Thousand Eight Hundred Crores).

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds, and things to sign and execute all such documents, deeds, application, instruments and writings on behalf of the Company as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/ or any member of such Committee or Managing Director or any Director or any other Officer of the Company or any other person in accordance with applicable provisions of the Companies Act, 2013 and rules made thereunder .”
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED that in supersession of the earlier resolution passed by the Members of the Company through Postal Ballot on August 5, 2014, save as respect things done or omitted to be done before such supersession and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, including any statutory modifications or re-enactments thereof, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to create and/or modify such mortgages, charges, hypothecations, pledges and other securities in addition to the existing mortgages, charges, hypothecations, pledges and securities created by the Company, on all or any of the immovable and movable properties or such other assets of the Company, wheresoever situate, both present and future, and the whole or any part of the undertaking of the Company together with powers to take over the management of the business and concern of the Company in certain events, in such manner as the Board of Directors may deem fit, to or in favour of all or any of the financial institutions/banks/lenders/any other investing agencies and trustees for the holders of debentures/bonds/other financial instruments which may be issued to and subscribed by all or any of the financial institutions/ banks/ lenders/ other investing agencies or any other person(s)/bodies corporate by private placement or otherwise, to secure rupee/foreign currency loans and/or the issue of debentures, bonds or other financial instruments (hereinafter collectively referred to as “Loans”), provided that the total amount of Loans together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the arrangements entered into/to be entered into by the Company in respect of which such mortgages, charges, hypothecations, pledges and other securities created / to be created, shall not, at any time exceed the limit of Rs.2500 Crores (Rupees Twenty Five Hundred Crores only).

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised and shall always be deemed to have been so authorised to decide on all matters and finalise with the aforesaid parties or any of them, the documents for creating the aforesaid mortgages, charges, hypothecations or securities and to accept or make any alterations, changes, variations to or in the terms and conditions and to do all such acts, deeds, and things to sign and execute all such documents, deeds, application, instruments and writings on behalf of the Company as may be required and on such terms and conditions as it may consider necessary and expedient in its absolute discretion and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/or any member of such Committee or Managing Director or any Director or any other officer of the Company or any other person in accordance with applicable provisions of the Companies Act, 2013 and rules made thereunder.”
7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 read with



Rule 5 (2) of the Companies (Management and Administration) Rules, 2014, the approval of the members of the Company be and is hereby accorded to keep, maintain and preserve Register of Members, Index of Members, Register of renewed and duplicate shares and/or any other Register required to be maintained under Section 88 of the Companies Act, 2013 and rules made thereunder, at the Office of the Registrar and Share Transfer Agent of the Company viz. Messrs Link Intime India Private Limited, presently situated at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400078 or at any other place within the local limits of Mumbai (Maharashtra) under the custody of a person so authorised by the Board of Directors in this regard, instead of keeping, maintaining and preserving the said Registers/Index of Members at the Registered Office of the Company.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to sign and submit such documents or forms or intimation, etc. and to do all such acts, deeds, matters and things as it may, in its sole discretion deem necessary, proper, desirable to give effect to the above resolution."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs.55,000/- (Rupees Fifty Five Thousand only) plus applicable Service Tax and reimbursement of out of pocket expenses as fixed by the Board of Directors and payable to Messrs D. Sabyasachi & Co., Cost Accountants, being the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be and is hereby ratified and approved.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:
Udyog Vihar,
P.O.Chorhata,
Rewa - 486 006 (M.P.)

By Order of the Board of Directors
for Vindhya Telelinks Limited

Ashok Mishra
Company Secretary

May 19, 2016

NOTES FOR MEMBERS' ATTENTION

- The explanatory statements setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF OR HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received in the enclosed Proxy Form of the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting, i.e. by 11.30 a.m. on August 17, 2016.
A person shall not act as Proxy on behalf of members for more than Fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy form is annexed herewith.
- Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Corporate members intending to attend Annual General Meeting through their authorised representatives are requested to send to the Company, a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting. Members who hold shares in de-materialized form are requested to bring their DP I.D. and client I.D. No.(s) for easier identification of attendance at the Meeting.
- During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All relevant documents referred to in the accompanying Notice and the Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays, upto and including the date of the Meeting. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting (AGM).
- The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Friday, the August 12, 2016 to Friday, the August 19, 2016 (both days inclusive) for the purpose of determining the names of members eligible for final dividend on equity shares (if declared) and the Meeting.
- The dividend on Equity Shares, if approved at the Annual General Meeting, will be credited / despatched between August 19, 2016 and September 17, 2016 to those members whose names shall appear on the Company's Register of Members on August 11, 2016. In respect of the shares held in dematerialised form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
- Messrs Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078 continue to act in the capacity of Registrar and Share Transfer Agents for physical shares of the Company. Messrs Link Intime India Pvt. Ltd. is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences, including dividend matters, to the said Registrar and Share Transfer Agents.



8. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form are requested to advise any change in their address or bank mandates to the Company/Registrar and Share Transfer Agents.
9. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agents, immediately of:
 - (i) the change in the residential status on return to India for permanent Settlement.
 - (ii) the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
10. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. The Company has connectivity from the NSDL and CDSL and equity shares of the Company may be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their depository account. The ISIN No. for the Equity Shares of the Company is INE707A01012. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar and Share Transfer Agents.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Share Transfer Agents.
12. This Notice of the Meeting (AGM) along with the Attendance Slip, Proxy Form, Route map of the venue of the Meeting and the Annual Report & Accounts 2015-16 are being sent through electronic mode to all the members whose e-mail addresses (IDs) are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members who wish to update or register their e-mail addresses with the Company or with the Depositories, may use the Form for updation/registration. The Form can also be downloaded from the Company's website: www.vtlrewa.com under the section 'Investor Relation'.
13. Additional information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Meeting is furnished and forms a part of the Notice. The Director has furnished the requisite consent/declaration for his re-appointment.
14. Members desirous of obtaining any information on Annual Financial Statements of the Company at the Meeting are requested to write to the Company at least 10 (ten) days before the date of the Meeting, so that the information required may be made available at the Meeting.
15. Members who have so far not encashed their dividend warrants for the year ended March 31, 2014 onwards, are therefore requested immediately to write to the Company or Company's Registrar and Share Transfer Agents, viz. Messrs Link Intime India Pvt. Ltd. for issuance of demand draft in lieu of unencashed/unclaimed Dividend Warrant, if any.
16. The Company was not required to transfer the unclaimed dividends during the financial year 2015-16 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company.
17. In compliance with the 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 is pleased to provide to the Members the facility of voting and remote e-voting on resolutions proposed to be considered at the Annual General Meeting. The facility of casting the votes by the Members using an electronic voting system for a place other than venue of the Meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). The e-voting rights of the shareholders/beneficial owners shall be reckoned on the Equity Share held by them as on August 11, 2016 (Record Date).
18. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on August 15, 2016 at 9.00 a.m. and ends on August 18, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 11, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ Attendance Slip in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Vindhya Telelinks Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
19. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut off Date i.e. August 11, 2016.
20. The Company has appointed Shri Rajesh Kumar Mishra, Practicing Company Secretary or failing him Shri R.S.Bajaj, Practicing Company Secretary as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
21. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting.
22. The results shall be declared on or after the Annual General Meeting of the Company and shall be deemed to be passed on the date of Annual General Meeting. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website www.vtlrewa.com and on the website of CDSL 48 (forty eight hours) of passing of the resolutions and communicated to the Stock Exchanges where the equity shares of the Company are listed viz. BSE Ltd. and the National Stock Exchange of India Ltd.

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated May 19, 2016:

Item No. 5

The Members of the Company through postal ballot accorded their consent on August 5, 2014 by way of a Special Resolution under Section 180(1)(c) of the Companies Act, 2013 to borrow monies, apart from the temporary loans (as more specifically defined in Explanation to Section 180(1)(c) of the Companies Act, 2013 i.e. loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company, upto an amount not exceeding in aggregate Rs.1600 Crores (Rupees One Thousand Six Hundred Crores only) and outstanding at any time.

Over the period there has been substantial increase in the business activities of the Company and in order to meet the capital expenditure requirements besides additional working capital needs from time to time, it is considered desirable to increase the Company's existing borrowing limit of Rs.1600 Crores (Rupees One Thousand Six Hundred Crores) to Rs.1800 Crores (Rupees One Thousand Eight Hundred Crores) as proposed in the resolution.

None of the Directors/Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the accompanying Notice.

The Board therefore commends the Special Resolution set out at Item No.5 of the accompanying Notice for consent/approval of the Members of the Company.

Item No. 6

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a public company cannot, except with the consent of the members of the Company by way of a Special Resolution in General Meeting, create mortgages, charges, hypothecations, pledges and other securities in order to secure borrowings, in favour of all or any of the financial institutions /banks/lenders/any other investing agencies or any other person(s)/bodies corporate and trustees for the holders of debentures/bonds/other financial instruments which may be issued to and subscribed by all or any of the financial institutions/banks/lenders/other investing agencies or any other person(s)/bodies corporate by private placement or otherwise. The Members of the Company through postal ballot accorded their consent on 5th August, 2014, by way of a Special Resolution to the Board of Directors to create mortgages/charges/hypothecations/other securities on the assets of the Company in order to secure such borrowings upto an amount of Rs.1600 Crores (Rupees One Thousand Six Hundred Crores only).

With the proposed enhancement in the borrowings limit of the Company from Rs. 1600 Crores to Rs. 1800 Crores together with temporary loans and other credit facilities obtained/to be obtained from Company's bankers in the ordinary course of business may, if necessary, be secured by way of mortgage/ charge/ hypothecation/ pledge on the Company's assets in favour of all or any of the financial institutions/banks/ lenders/any other investing agencies and trustees for the holders of debentures/bonds/other financial instruments, which may be issued to and subscribed by all or any of the financial institutions/banks/lenders/other investing agencies or any other person(s)/bodies corporate by private placement or otherwise, it is necessary to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013, for creation of mortgages, charges, hypothecations, pledges and/or other securities for an amount not exceeding the limit of Rs.2500 Crores (Rupees Two Thousand Five Hundred Crores) and the Resolution set out under Item No.6 of the Notice is to seek Members consent to the same.

None of the Directors/Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the accompanying Notice.

The Board therefore commends the Special Resolution set out at Item No.6 of the accompanying Notice for consent/approval of the Members of the Company.

Item No. 7

As per the provisions of Section 94 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Management and Administration) Rules, 2014, the Register of Members and Index of Members, etc. are required to be maintained at the registered office of the Company unless a Special Resolution is passed in a general meeting authorising the keeping of the Registers and Index at any other place in India in which more than one-tenth of the total members entered in the Register of Members reside and the Registrar of Companies has been given a copy of the proposed Special Resolution in advance to this effect.

Based on the geographic spread of the present shareholders base of the Company, it is ascertained that more than one-tenth of the total number of members entered in the Register of Members of the Company reside or having registered addresses at Mumbai thereby providing an option to the Company to keep the Register of Members, Index of Members and all other Registers pursuant to Section 88 at Mumbai instead of the Registered Office of the Company. In view of the above, as a measure of prompt service and facilitation of convenience to the Members of the Company, it is considered desirable to keep, maintain and preserve Register of Members and Index of Members, etc. at office of Registrar and Share Transfer Agent of the Company viz. Messrs Link Intime India Private Limited, presently situated at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400078 or at any other place within the local limits of Mumbai (Maharashtra). A copy of the proposed Special Resolution as set out at Item No.7 is being forwarded in advance to the Registrar of Companies, Madhya Pradesh, Gwalior.

None of the Directors/Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 7 of the accompanying Notice.

The Board therefore commends the Special Resolution set out at Item no. 7 of the accompanying Notice for approval of the Members of the Company.

Item No. 8

Messrs D. Sabyasachi & Co., Cost Accountants, were appointed as Cost Auditors for the year ending March 31, 2017 by the Board of Directors on the recommendation of the Audit Committee, at a remuneration of Rs.55,000/- plus Service Tax as applicable thereon and reimbursement of out of pocket expenses in connection with audit of the cost records maintained by the Company in accordance with the Companies (Cost Records and Audit) Rules, 2014, as amended.



As per Rule 14 of The Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors as approved by the Board of Directors is required to be ratified subsequently by the Members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No.8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

None of the Directors/Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 8 of the accompanying Notice.

The Board therefore commends the Ordinary Resolution set out at Item no. 8 of the accompanying Notice for approval of the Members of the Company.

Details of a Director seeking re-appointment in the ensuing Annual General Meeting scheduled to be held on August 19, 2016.

Name of Director	Shri Harsh V. Lodha
Date of Birth	13.02.1967
Age	49 years
Date of Appointment	05.05.2004
Qualification & Experience	Shri Harsh V. Lodha, holds a Bachelor's Degree in Commerce from Calcutta University and is a qualified Chartered Accountant. He possess vast and varied experience of about 29 years in profession and industry. He has worked with Lodha & Co., Chartered Accountants, in the capacity as a partner from 1988 to 2008. He retired from the said firm as Joint Country Managing Partner in October 2008. He has served on various key positions of committee constituted by FICCI, ICAI, Department of Company Affairs and Reserve Bank of India. He has served as Honorary Consul of the Government of Romania for West Bengal, Orissa and Bihar. He has also served as the Vice Consul of the Republic of Philippines for Eastern India.
Number of Shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
Number of Board meeting attended during the financial year 2015-16	4
List of outside Directorships held*	Alfred Herbert (India) Ltd. Birla Corporation Ltd. Birla Ericsson Optical Ltd. Hindustan Gum & Chemicals Ltd. J.K. Fenner (India) Ltd. Punjab Produce Holdings Ltd. Universal Cables Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	None
Chairman/Member of the Committee of the Board of Directors of other Public Companies	Chairman - (i) Stakeholders Relationship Committee of Birla Corporation Ltd. (ii) Investors Grievance Committee of Alfred Herbert (India) Ltd. Member - Audit Committee of Punjab Produce Holdings Ltd.

* Number of other Directorships held by the Director, as mentioned above, excludes Directorships in private limited companies, foreign companies, companies incorporated under Section 8 of the Companies Act, 2013 and LLP's besides trustees/membership of Managing Committees of various trusts and other bodies/chambers and are based on the latest declarations received from the Director. The details of Committee Membership/ Chairmanship is in accordance with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and reflect the Membership/Chairmanship of the Audit Committee and Stakeholder Relationships Committee alone of all other public limited companies.

Registered Office:
Udyog Vihar,
P.O.Chorhata,
Rewa - 486 006 (M.P.)

May 19, 2016

By Order of the Board of Directors
for Vindhya Telelinks Limited

Ashok Mishra
Company Secretary

ROUTE MAP FOR VENUE OF 33RD AGM

