

COMBINED RESULT OF REMOTE E-VOTING AND POLL AT THE THIRTY FOURTH ANNUAL GENERAL MEETING OF VINDHYA TELELINKS LIMITED HELD ON MONDAY, THE 24TH JULY, 2017 AT 11.30 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 results of remote e-voting and Poll are 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	97	8257909	100 %	3	300	0.00%	NIL	NIL
2	97	8257909	100 %	NIL	NIL	0.00%	NIL	NIL
3	97	8257909	100 %	3	300	0.00%	NIL	NIL
4	97	8257909	100 %	3	300	0.00%	NIL	NIL
5	87	3365815	99.99 %	3	300	0.01%	NIL	NIL
6	97	8257909	100 %	3	300	0.00%	NIL	NIL

In view of the above results, all the Ordinary Resolutions as stated in the Notice of 34th Annual General Meeting stand duly passed with requisite majority.

For Vindhya Telelinks Limited



(Y.S.Lodha)
Managing Director

Place : Rewa (M.P.)

Date : 25.07.2017

R. K. Mishra & Associates

Company Secretaries

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

E-mail : rachitfinance@gmail.com, cskishorgupta@gmail.com

Ph.: (07672) 229347, Mob.: 9425172829, 9827784739

Consolidated Scrutinizer's Report

Date

[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 34th Annual General Meeting of the Members of
Vindhya Telelinks Limited held on Monday, 24th July, 2017
at the Registered Office of the Company at Staff Club Building,
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 15th May, 2017 of the 34th Annual General Meeting of the members of Vindhya Telelinks Limited, held on 24th day of July, 2017 at 11.30 A.M. at the Registered Office of the Company at Staff Club Building, Udyog Vihar, P.O. Chorhata, Rewa (M.P.).
2. I and Shri Hemant Singh were appointed as Scrutinizers by the Board of Directors of the Company for the purpose of scrutinizing the voting through ballot process in fair and transparent manner at the 34th Annual General Meeting of the member of Company 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 by the Companies (Management and Administration) Amendment Rules, 2015 for the resolutions set out in the Notice dated 15th May, 2017 of the 34th AGM of the members of Vindhya Telelinks Limited, held on 24th day of July, 2017 at 11.30 A.M. at the Registered Office of the Company at Staff Club Building, 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 34th 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 24th July, 2017 on the remote e- voting and Scrutinizers Report dated 24th July, 2017 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 poll at the 34th AGM, the consolidated report on the result of voting on each resolution are given hereunder:

Resolution No. 1: As an Ordinary Resolution

Description of Resolution

ADOPTION OF AUDITED FINANCIAL STATEMENTS (STANDALONE & CONSOLIDATED) OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2017 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

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	97	8257909	100 %	3	300	0%	NIL	NIL

Resolution No. 2: As an Ordinary Resolution

Description of Resolution

DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017.

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	97	8257909	100 %	NIL	NIL	0.00%	NIL	NIL

Resolution No. 3: As an Ordinary Resolution

Description of Resolution

RE-APPOINTMENT OF SHRI PRACHETA MAJUMDAR (DIN: 00179118) AS A DIRECTOR, WHO RETIRES BY ROTATION.

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	97	8257909	100 %	3	300	0%	NIL	NIL
---	----	---------	-------	---	-----	----	-----	-----

Resolution No. 4: As an Ordinary Resolution

Description of Resolution

RATIFICATION OF RE-APPOINTMENT OF MESSRS V.SANKAR AIYAR & CO., CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND FIXATION OF THEIR REMUNERATION.

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	97	8257909	100 %	3	300	0%	NIL	NIL

Resolution No. 5: As a Ordinary Resolution

Description of Resolution

APPROVING THE RELATED PARTY AGREEMENTS/ CONTRACTS/ ARRENGEMENTS/ TRANSACTIONS WITH UNIVERSAL CABLES LTD., A RELATED PARTY.

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	87	3365815	99.99 %	3	300	0.01%	NIL	NIL

Resolution No. 6: As an Ordinary Resolution

Description of Resolution

RATIFICATION OF REMUNERATION TO BE PAID TO COST AUDITORS FOR THE YEAR ENDING 31ST MARCH, 2018.

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	97	8257909	100 %	3	300	0%	NIL	NIL



6. No votes has been polled on 1701 equity shares lying in unclaimed suspense account in respect of which voting rights shall remain frozen till the rightful owner of such shares claim the shares.

7. The Register and all other papers relating to remote e-voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 34th Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping. The ballot / poll paper and other relevant records were sealed and handover to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,
For: - R.K. Mishra & Associates
(Company Secretaries)



Place: Rewa (M.P.)
Date : 24th July, 2017

Countersigned by:
For Vindhya Telelinks Limited

Y.S.Lodha
Managing Director

VTL/CS/17-18/

25 JULY 2017

BSE Ltd.
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: Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the voting results at the Thirty Fourth Annual General Meeting of the Company held on Monday, 24th July, 2017 at 11.30 a.m. at the registered office of the Company situated at Udyog Vihar, P.O.Chorhata, Rewa (M.P.) – 486 006. The mode of voting was remote e-voting and poll at the Annual General Meeting. The details of the Voting Results is as under:

1.	Date of AGM	24 th July, 2017
2.	Total number of shareholders on record date (as on 17 th July, 2017)	9959
3.	No. of shareholders present in the meeting either in person or through proxy	
	Promoters and Promoter Group	10
	Public	64
4.	No. of Shareholders attended the meeting through Video Conferencing	
	Promoters and Promoter Group	NIL
	Public	NIL

[2]

The Agenda-wise Ordinary Resolutions passed by remote e-voting and poll at the AGM are given in Annexure 'A'.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,
for Vindhya Telelinks Limited.



(Raj Kumar Agarwal)
Vice President (Commercial) & Secretary

Encl: As above.

Resolution 1:	Approval and adoption of Audited Financial Statements (Standalone & Consolidated) of the Company for the year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon.														
Resolution required: (Ordinary/ Special)	Ordinary														
Whether promoter/ promoter group are interested in the agenda/ resolution?	No														
Category	Mode Voting	No. of shares held	No. of votes polled	% of votes polled on 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		5129305		5129305		100.00	0.00				5129305	0	100.00	0.00
	Poll		0		0		0.00	0.00				0	0	0.00	0.00
	Total	5157305	5129305	99.46	5129305	0	100.00	0.00				5129305	0	100.00	0.00
Public - Institutions	E-Voting		979016		979016		100.00	0.00				979016	0	100.00	0.00
	Poll		0		0		0.00	0.00				0	0	0.00	0.00
	Total	1490613	979016	65.68	979016	0	100.00	0.00				979016	0	100.00	0.00
Public - Non Institutions	E-Voting		2046255		2046255	300	99.99	0.01				2046255	300	99.99	0.01
	Poll		103333		103333	0	100.00	0.00				103333	0	100.00	0.00
	Total	5202945	2149888	41.32	2149588	300	99.99	0.01				2149588	300	99.99	0.01
Total		11850863	8258209	69.68	8257909	300	100.00	0.00				8257909	300	100.00	0.00

Resolution 2:	Declaration of dividend on equity shares for the financial year ended 31st March, 2017.														
Resolution required: (Ordinary/ Special)	Ordinary														
Whether promoter/ promoter group are interested in the agenda/ resolution?	No														
Category	Mode Voting	No. of shares held	No. of votes polled	% of votes polled on 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		5129305		5129305		100.00	0.00				5129305	0	100.00	0.00
	Poll		0		0		0.00	0.00				0	0	0.00	0.00
	Total	5157305	5129305	99.46	5129305	0	100.00	0.00				5129305	0	100.00	0.00
Public - Institutions	E-Voting		979016		979016		100.00	0.00				979016	0	100.00	0.00
	Poll		0		0		0.00	0.00				0	0	0.00	0.00
	Total	1490613	979016	65.68	979016	0	100.00	0.00				979016	0	100.00	0.00
Public - Non Institutions	E-Voting		2046255		2046255	0	100.00	0.00				2046255	0	100.00	0.00
	Poll		103333		103333	0	100.00	0.00				103333	0	100.00	0.00
	Total	5202945	2149588	41.31	2149588	0	100.00	0.00				2149588	0	100.00	0.00
Total		11850863	8257909	69.68	8257909	0	100.00	0.00				8257909	0	100.00	0.00



Resolution 3:									
Re-appointment of Shri Pracheta Majumdar (Din: 00179118) as a Director, who retires by rotation.									
Resolution required: (Ordinary/ Special)									
Ordinary									
Whether promoter/ promoter group are interested in the agenda/ resolution?									
No									
Category	Mode Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	Poll		5129305		5129305	0	100.00	0.00	
	Total	5157305	5129305	99.46	5129305	0	100.00	0.00	
Public - Institutions	E-Voting		979016		979016	0	100.00	0.00	
	Poll		0		0	0	0.00	0.00	
	Total	1490613	979016	65.68	979016	0	100.00	0.00	
Public - Non Institutions	E-Voting		2046555		2046255	300	99.99	0.01	
	Poll		103333		103333	0	100.00	0.00	
	Total	5202945	2149888	41.32	2149588	300	99.99	0.01	
Total		11850863	8258209	69.68	8257909	300	100.00	0.00	

Resolution 4:									
Ratification of re-appointment of Messrs V.Sankar Aiyar & Co., Chartered Accountants, as Auditors of the Company and fixation of their remuneration.									
Resolution required: (Ordinary/ Special)									
Ordinary									
Whether promoter/ promoter group are interested in the agenda/ resolution?									
No									
Category	Mode Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	Poll		5129305		5129305	0	100.00	0.00	
	Total	5157305	5129305	99.46	5129305	0	100.00	0.00	
Public - Institutions	E-Voting		979016		979016	0	100.00	0.00	
	Poll		0		0	0	0.00	0.00	
	Total	1490613	979016	65.68	979016	0	100.00	0.00	
Public - Non Institutions	E-Voting		2046555		2046255	300	99.99	0.01	
	Poll		103333		103333	0	100.00	0.00	
	Total	5202945	2149888	41.32	2149588	300	99.99	0.01	
Total		11850863	8258209	69.68	8257909	300	100.00	0.00	



Resolution 5:	Approving the related party agreements/ contracts/ arrangements/ transactions with Universal Cables Ltd., a related party.									
Resolution required: (Ordinary/ Special)	Ordinary									
Whether promoter/ promoter group are interested in the agenda/ resolution?	No. All the related parties of the Company abstained from the voting in the proposed resolution.									
Category	Mode Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	(7)=[(5)/(2)]*100	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		237511		237511	0	100.00		0.00	
	Poll		0			0	0.00		0.00	
	Total	5157305	237511	4.61	237511	0	100.00		0.00	
Public - Institutions	E-Voting		979016		979016	0	100.00		0.00	
	Poll		0			0	0.00		0.00	
	Total	1490613	979016	65.68	979016	0	100.00		0.00	
Public - Non Institutions	E-Voting		2046255		2045955	300	99.99		0.01	
	Poll		103333		103333	0	100.00		0.00	
	Total	5202945	2149588	41.31	2149288	300	99.99		0.01	
Total		11850863	3366115	28.40	3365815	300	99.99		0.01	

Resolution 6:	Ratification of remuneration to be paid to Cost Auditors for the year ending 31st march, 2018.									
Resolution required: (Ordinary/ Special)	Ordinary									
Whether promoter/ promoter group are interested in the agenda/ resolution?	No									
Category	Mode Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	(7)=[(5)/(2)]*100	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		5129305		5129305	0	100.00		0.00	
	Poll		0			0	0.00		0.00	
	Total	5157305	5129305	99.46	5129305	0	100.00		0.00	
Public - Institutions	E-Voting		979016		979016	0	100.00		0.00	
	Poll		0			0	0.00		0.00	
	Total	1490613	979016	65.68	979016	0	100.00		0.00	
Public - Non Institutions	E-Voting		2046555		2046255	300	99.99		0.01	
	Poll		103333		103333	0	100.00		0.00	
	Total	5202945	2149888	41.32	2149588	300	99.99		0.01	
Total		11850863	8258209	69.68	8257909	300	100.00		0.00	

