



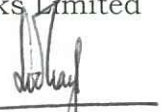
COMBINED RESULT OF REMOTE E-VOTING AND POLL AT THE THIRTY THIRD ANNUAL GENERAL MEETING OF VINDHYA TELELINKS LIMITED HELD ON FRIDAY, THE 19TH AUGUST, 2016 AT 11.30 A.M. AT UDYOG VIHAR, P.O. CHORHATA, REWA- 486 006 (M.P.)

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 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	78	7669785	99.99 %	6	600	0.01%	NIL	NIL
2	78	7669785	100.00 %	1	100	0.00%	NIL	NIL
3	78	7669785	99.99 %	6	600	0.01%	NIL	NIL
4	78	7669785	99.99 %	6	600	0.01%	NIL	NIL
5	76	7570144	98.69 %	8	100241	1.31%	NIL	NIL
6	76	7570144	98.69 %	8	100241	1.31%	NIL	NIL
7	78	7669785	99.99 %	6	600	0.01%	NIL	NIL
8	78	7669785	99.99 %	6	600	0.01%	NIL	NIL

In view of the above results, all the Ordinary as well as Special Resolutions as stated in the Notice of 33rd Annual General Meeting stand duly passed with requisite majority.

For Vindhya Telelinks Limited


(Y.S.Lodha)
Managing Director

Place : Rewa (M.P.)
Date : 20.08.2016



R. K. Mishra & Associates

Company Secretaries

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

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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]

Date

To,

The Chairman of 33rd Annual General Meeting of the Members of
Vindhya Telelinks Limited held on Friday, 19th August, 2016
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 19th May, 2016 of the 33rd Annual General Meeting of the members of Vindhya Telelinks Limited, held on 19th day of August, 2016 at 11.30 A.M. at the Registered Office of the Company at 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 33rd 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 19th May, 2016 of the 33rd AGM of the members of Vindhya Telelinks Limited, held on 19th day of August, 2016 at 11.30 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 33rd 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 20th August, 2016 on the remote e- voting and Scrutinizers Report dated 20th August, 2016 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 33rd 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**

APPROVAL AND ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2016 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	78	7669785	99.99 %	6	600	0.01%	NIL	NIL

Resolution No. 2: As an Ordinary Resolution**Description of Resolution**

DECLARATION OF DIVIDEND FOR THE YEAR 2015-16 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	78	7669785	100 %	1	100	0.00%	NIL	NIL

Resolution No. 3: As an Ordinary Resolution**Description of Resolution**

RE-APPOINTMENT OF SHRI HARSH V.LODHA (DIN:00394094) 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	78	7669785	99.99 %	6	600	0.01%	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 FIX 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	78	7669785	99.99 %	6	600	0.01%	NIL	NIL

Resolution No. 5: As a Special Resolution

Description of Resolution

INCREASE IN THE BORROWING POWERS/LIMIT OF THE COMPANY PURSUANT TO SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 UPTO AN AMOUNT NOT EXCEEDING IN AGGREGATE RS.1800 CRORES OUTSTANDING AT ANY 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
5	76	7570144	98.69 %	8	100241	1.31%	NIL	NIL

Resolution No. 6: As a Special Resolution

Description of Resolution

AUTHORITY TO THE BOARD OF DIRECTORS PURSUANT TO SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 FOR CREATION OF CHARGE / MORTGAGES / HYPOTHECATIONS / PLEDGES/ OTHER SECURITY ETC. IN ANY FORM ON THE COMPANY'S ASSETS, BOTH PRESENT AND FUTURE, FOR SECURING THE BORROWINGS FOR AN AMOUNT NOT EXCEEDING THE LIMIT OF RS.2500 CRORES.

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	76	7570144	98.69 %	8	100241	1.31%	NIL	NIL

Resolution No. 7: As a Special Resolution

Description of Resolution

PLACE OF KEEPING REGISTER OF MEMBERS, INDEX OF MEMBERS, ETC. PURSUANT TO SECTION 94 OF THE COMPANIES ACT, 2013.



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	78	7669785	99.99 %	6	600	0.01%	NIL	NIL

Resolution No. 8: As an Ordinary Resolution

Description of Resolution


RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE YEAR ENDING MARCH 31, 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
8	78	7669785	99.99 %	6	600	0.01%	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 33rd 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)


Rajesh Kumar Mishra
(Partner)

CP No. 4433
FCS No. 5383

Place: Rewa (M.P.)
Date : 20th August, 2016

Countersigned by:
For Vindhya Telelinks Limited


Y.S. Lodha
Managing Director