



Vindhya Telelinks Limited

Regd. Office : Udyog Vihar, P.O. Chorhata,

Rewa - 486 006 (M.P.) India.

Tel. : (07662) 400400 - Fax : (07662) 400591

E-Mail : headoffice@vtlrewa.com - Website : www.vtlrewa.com

PAN No. AAACV7757J - CIN No. L31300MP1983PLC002134

GSTIN : 23AAACV7757J2ZZ

VTL/SEC/2020-21/

04.05.2020

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

Dear Sir,

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

Please refer our previous communication vide letter no. VTL/SEC/2019-20 dated 06.08.2019 regarding the captioned subject, wherein, pursuance to an order dated 2nd August, 2019 of the Hon'ble High Court at Calcutta passed in G.A. No. 1735 of 2019, the voting results in respect of Ordinary Resolution for Ordinary Business as set out under Item No. 3 of the Notice dated 16th May, 2019 for 36th Annual General Meeting (AGM) of the Company (as briefly stated herein), held on Monday, 5th August, 2019 was not made public/declared by the Company:

"Re-appointment of Shri Harsh V. Lodha (DIN: 00394094) as a Director, who retires by rotation and being eligible offered himself for re-appointment."

However, the Division Bench of the Hon'ble High Court at Calcutta by its judgement and order dated 4th May 2020 passed in APOT No. 138/2019 (filed by the Company) has been pleased to set aside the aforesaid order dated 2nd August 2019 as clarified by order dated 5th August, 2019 passed by the Hon'ble Single Judge. Accordingly, we hereby submit the voting results in respect of Ordinary Resolution for Ordinary Business as set out under Item No. 3 of the Notice dated 16th May, 2019 for 36th AGM of the Company held on Monday, 5th August, 2019 alongwith the Report dated 6th August, 2019 of Scrutinizer, Shri Rajesh Kumar Mishra, Practising Company Secretary. The mode of voting was remote e-voting and poll for the 36th AGM of the Company. The details of the Voting Results is as under:



Works: i) Plot No. 1, Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.)
ii) Plot No. 1-C & 1-D, Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.)

1.	Date of AGM	5th August, 2019
2.	Total number of shareholders on record date (as on 29th July, 2019)	10392
3.	No. of shareholders present in the meeting either in person or through proxy	
	Promoters and Promoter Group	3
	Public (Please refer Note)	49
4.	No. of Shareholders attended the meeting through Video Conferencing	
	Promoters and Promoter Group	NIL
	Public	NIL

(Note: Out of Forty Nine (49) Members from public, there was one member's representative, who attended the meeting but without proxy)

The details of voting results in respect of Ordinary Resolution for Ordinary Businesses as set out under Item No. 3 of the Notice dated 16th May, 2019 for 36th AGM of the Company are given in Annexure 'A'.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,
for Vinchya Telelinks Limited.

(Satyendu Pattnaik)
Company Secretary



Encl: As above.

R. K. Mishra & Associates

Company Secretaries

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

CS RAJESH KUMAR MISHRA
E-mail : rkmaoffice@gmail.com
Mob.: 91-9425172829, 9685837829



CS KISHOR KUMAR GUPTA
E-mail: cskishorgupta@gmail.com
Mob.: 91-9827784739

Ref.

Date

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]

To,

The Chairman of 36th Annual General Meeting of the Members of
Vindhya Telelinks Limited held on Monday, 5th August, 2019
at the Registered Office of the Company at Staff Health and Recreation Centre,
Udyog Vihar, P.O. Chorhata, Rewa (M.P.)-486006

Dear Sir

1. I, Rajesh Kumar Mishra, Company Secretary in practise, was 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 in respect of resolutions set out in the Notice dated 16th May, 2019 for 36th Annual General Meeting (AGM) of the members of the Company, held on 5th day of August, 2019 at 12.30 P.M. at the Registered Office of the Company at Staff Club Building, Udyog Vihar, P.O. Chorhata, Rewa (M.P.-486006).
2. I and Shri Hemant Singh, Chartered Accountant in Practise were appointed as Scrutinizers by the Board of Directors of the Company for the purpose of scrutinizing the voting through ballot process (poll) in fair and transparent manner at the 36th Annual General Meeting of the members 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 16th May, 2019 for the 36th AGM of the members of the Company, held on 5th day of August, 2019 at 12.30 P.M. at the Registered Office of the Company at Staff Club Building, Udyog Vihar, P.O. Chorhata, Rewa (M.P.-486006).
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 through ballot process (poll) at the 36th AGM for the resolutions contained in the Notice dated 16th May, 2019 for the 36th 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 36th AGM of the Company 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 6th August, 2019 on the remote e- voting and Scrutinizers Report dated 6th August, 2019 on the poll have been issued on the resolutions contained in the notice dated 16th May, 2019 for the 36th AGM of the Company.
5. Based on reports generated from the e-voting website of CDSL and voting through poll at the 36th AGM of the Company, the consolidated report on the results of voting in respect of Ordinary/Special Resolutions for Ordinary as well as Special Businesses as set out under Item No(s) 1, 2, 3, 4, 5, 6 and 7 of the Notice dated 16th May, 2019 for 36th AGM of the Company 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 FINANCIAL YEAR ENDED 31ST MARCH, 2019 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

Resolution No.	Votes in favour			Votes against			Invalid votes (Please refer Note 1)	
	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	161	7156319	99.22%	7	56572	0.78%	1	500

Resolution No. 2: As an Ordinary Resolution

Description of Resolution

DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019.

Resolution No.	Votes in favour			Votes against			Invalid votes (Please refer Note 1)	
	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	164	7217563	100%	NIL	NIL	NIL	1	500



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 (Please refer Note 1)	
	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	158	7160469	99.20%	11	57594	0.80%	1	500

Resolution No. 4: As a Special Resolution**Description of Resolution**

RE-APPOINTMENT OF SMT. KIRAN AGGARWAL (DIN: 06991807) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE (5) CONSECUTIVE YEARS WITH EFFECT FOM 10TH NOVEMBER, 2019 TO 9TH NOVEMBER, 2024.

Resolution No.	Votes in favour			Votes against			Invalid votes (Please refer Note 1)	
	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	160	7161291	99.21%	9	56772	0.79%	1	500

Resolution No. 5: As an Ordinary Resolution**Description of Resolution**

RATIFICATION OF REMUNERATION TO BE PAID TO COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2020.

Resolution No.	Votes in favour			Votes against			Invalid votes (Please refer Note 1)	
	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	162	7161491	99.22%	7	56572	0.78%	1	500



Resolution No. 6: As an Ordinary Resolution

Description of Resolution

PAYMENT OF REMUNERATION/COMPENSATION BY WAY OF PROFIT RELATED COMMISSION OR OTHERWISE AS PERMISSIBLE TO THE NON-EXECUTIVE DIRECTORS INCLUDING INDEPENDENT DIRECTORS OF THE COMPANY.

Resolution No.	Votes in favour			Votes against			Invalid votes (Please refer Note 1)	
	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	159	7161288	99.21%	10	56775	0.79%	1	500

Resolution No. 7: As a Special Resolution

Description of Resolution

PAYMENT OF REMUNERATION/COMPENSATION BY WAY OF PROFIT RELATED COMMISSION OR OTHERWISE AS PERMISSIBLE TO SHRI HARSH V. LODHA, NON-EXECUTIVE CHAIRMAN OF THE COMPANY, WHICH MAY EXCEED FIFTY PERCENT OF THE TOTAL ANNUAL REMUNERATION/COMPENSATION PAYABLE TO ALL NON-EXECUTIVE DIRECTORS OF THE COMPANY.

Resolution No.	Votes in favour			Votes against			Invalid votes (Please refer Note 1)	
	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	155	7159830	99.19%	14	58233	0.81%	1	500

Note 1:

Votes found to be invalid since proxy not submitted. Votes also not exercised in terms of order dated 02.08.2019 passed by the Hon'ble Calcutta High Court in G.A. No. 1735 of 2019 in T. S. No. 6 of 2004.

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



7. The Register and all other papers relating to remote e-voting as well that of Poll conducted through Ballot Process shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 36th 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: 6th August, 2019

Countersigned by:
For Vindhya Telelinks Limited



(Y.S. Lodha)
Managing Director
DIN: 00052861

VINDHYA TELELINKS LIMITED

ANNEXURE 'A'

Resolution 3:	Re-appointment of Shri Harsh V. Lodha (DIN: 00394094) as a Director, who retires by rotation and being eligible offered himself for re-appointment.							
Resolution required: (Ordinary/Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/ resolution?	No							
Category	Mode of Voting	of No. of shares held	of 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	5160205	3454730	66.95	3454730	0	100.00	0.00
	Total	3454730	0	0	3454730	0	100.00	0.00
Public - Institutions	E-Voting	1329662	1121323	84.33	1120528	795	99.93	0.07
	Poll	0	0	0	0	0	0.00	0.00
	Total	1121323	0	0	1120528	795	99.93	0.07
Public - Non Institutions	E-Voting	5360996	2341911	49.28	2285112	56799	97.57	2.43
	Poll	300099	300099	0	300099	0	0.00	0.00
	Total	2642010	2642010	0	2585211	56799	97.85	2.15
Total	11850863	7218063	60.91	7160469	57594	99.20	0.80	

Invalid Votes: 500 (Public-Non Institutions category)- Please refer Note 1

Note 1:

Votes found to be invalid since proxy not submitted. Votes also not exercised in terms of order dated 02.08.2019 passed by the Hon'ble Calcutta High Court in G.A. No. 1735 of 2019 in T.S. No. 6 of 2004.

