

VINDHYA TELELINKS LIMITED**MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT THE REGISTERED OFFICE OF THE COMPANY AT UDYOG VIHAR, P.O. CHORHATA, REWA (M.P) ON MONDAY, THE 10TH DECEMBER, 2012 AT 11.00 A.M.**

PRESENT :

Shri Deepan Gupta, Member In the Chair

AND Twenty Seven (27) Members present in person.

AND Twenty Two (22) Members present by Proxy.

1. Since the Chairman of the Board of Directors, Managing Director and any other Director were not present till 11.15 A.M., Shri Rakesh Kumar Shahi proposed the following resolution which was seconded by Shri Gyan Prakash Mishra.

“RESOLVED that Shri Deepan Gupta, be and is appointed as Chairman of this Extra-Ordinary General Meeting pursuant to Article 72 of the Articles of Association of the Company.”

The above resolution was put to vote by way of show of hands and was carried unanimously.

Consequently, Shri Deepan Gupta took the Chair and presided the Meeting.

2. The Chairman welcomed the Members and declared that the requisite quorum was present and called the Meeting to order.
3. With the unanimous consent of the Members present in the Meeting, the Notice convening the Extra-Ordinary General Meeting of the Company together with Explanatory Statement annexed thereto having already been circulated to the Members were taken as read. The following resolution was then duly moved:

RESOLUTION (AS A SPECIAL RESOLUTION)

Proposed by : Shri Mahesh Kumar Jhanwar

Seconded by : Shri Nand Lal Rathi

“RESOLVED that in accordance with the provisions of Sections 198, 269, 309, 310, 311 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such consents, sanctions and permission as may be necessary in law, Shri Y.S.Lodha be and is hereby re-appointed as the Managing Director of the Company, not liable to retire by rotation, for a further period of 3 (Three) years

CHAIRMAN'S
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effective from 4th November, 2012 to 3rd November, 2015 on the terms and conditions including remuneration, perquisites and benefits, etc. as set out in the draft Agreement (the main terms and conditions of which are described under Explanatory Statement attached to this Notice) to be entered into between the Company and Shri Y.S.Lodha and submitted for approval to this meeting, which Agreement is hereby specifically approved.

FURTHER RESOLVED that the Board of Directors of the Company (which term shall be deemed to include the Remuneration or any other Committee of the Board constituted to exercise its powers including powers conferred by this resolution) be and is hereby authorised and empowered to approve annual increments in Basic Salary with consequential increase in all other perquisites and benefits, etc. of Shri Y.S.Lodha effective from 1st April, each year within the maximum limit approved by the members of the Company irrespective of the limits stipulated under Schedule XIII to the Companies Act, 1956, as amended or in such manner as may be permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this Meeting and in force from time to time and to make such improvements, alterations, amendments or variations in the terms and conditions of the said Agreement and/or remuneration, perquisites and benefits payable as may be agreed to between the Board and Shri Y.S.Lodha, subject to such approvals as may be required.

FURTHER RESOLVED that in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Shri Y.S.Lodha as Managing Director, the remuneration, perquisites and benefits as set out in the explanatory statement shall be paid and allowed to him as minimum remuneration notwithstanding the absence or inadequacy of profits in any year.

FURTHER RESOLVED that the Board of Directors or a duly constituted Committee thereof be and is hereby authorised to do all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution."

The above resolution was put to vote by way of show of hands and the same was carried unanimously.

There being no other business, the Meeting terminated with a vote of thanks to the Chair.


10/12/2012
(CHAIRMAN)