

**MINUTES OF THE THIRTIETH ANNUAL 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 TUESDAY, THE 9TH JULY, 2013 AT 4.00 P.M.**

**PRESENT :**

Shri R.C.Tapuriah ..... Director in the Chair

AND Twenty Nine (29) Members present in person including Five (5) body corporate members present through their authorised representatives;

AND Twenty One (21) Members present by Proxy.

1. Shri R.C.Tapuriah who is Chairman of the Audit Committee of the Board was present in the Meeting.
2. Since the Chairman and Managing Director of the Board of Directors were not present till 4.15 P.M., Shri Nand Lal Rathi proposed the following resolution which was seconded by Shri Gyan Prakash Mishra.

“RESOLVED that Shri R.C.Tapuriah, a Director of the Company be appointed as Chairman of this Annual General Meeting pursuant to Article 72 of the Articles of Association of the Company.”

The above resolution has been duly passed by the requisite majority by show of hands.

Consequently, Shri R.C.Tapuriah took the Chair and presided the Meeting.

3. The Chairman welcomed the Members and declared that the requisite quorum was present and called the Meeting to order.
4. Pursuant to Section 307(7) of the Companies Act, 1956 the Register of Directors' shareholding maintained under Section 307 of the Companies Act, 1956 was produced at the commencement of the Meeting and remained open and accessible during the continuance of the Meeting to any person having the right to attend the Meeting.
5. With the unanimous consent of all Members present in the Meeting, the Notice convening the Annual General Meeting of the Company and Directors' Report to the members having already been circulated were taken as read.
6. The Chairman laid before the Meeting for its consideration the Audited Balance Sheet of the Company as at 31st March, 2013, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Directors' Report thereon alongwith Management Discussion and Analysis and Corporate Governance Report pursuant to Code of Corporate Governance as contained in the Clause 49 of the Listing Agreement(s) with Stock Exchanges. The Auditors' Report was read out by the President (Commercial) & Secretary as requested by the Chairman and the same was kept open for inspection and was accessible to any member present at the Meeting. The following resolution was then duly moved:

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RESOLUTION NO.1 (AS ORDINARY RESOLUTION)

“RESOLVED that the Audited Balance Sheet of the Company as at 31st March, 2013, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors (including the Annexures attached thereto) and the Auditors thereon, be and the same are hereby received, approved and adopted.”

Shri Shivendu Agarwal, authorised representative of Antriksh Vyapaar Ltd., Shri Sarvesh Kumar Singh, authorised representative of Sunayana Commercial Pvt. Ltd. and Shri Hemkant Swamy, authorised representative of Merlin Securities Pvt. Ltd. demanded a poll on the above. They also demanded a poll on Item No(s) 2, 3 & 4 contained in the Notice dated 21st May, 2013 to be transacted at this Annual General Meeting. The Chairman directed that poll on this item as well as on item No(s) 2, 3 & 4 as demanded shall be taken at the end of the Meeting.

The Chairman invited the members to ask questions, if any, and/or otherwise offer their comments. While delivering appropriate replies to the queries raised in the Meeting, the Chairman also informed the members that the Company has received a letter from the Committee of Administrators Pendente Lite (APL) appointed over the Estate of Smt.Priyamvada Devi Birla by the Hon'ble High Court at Calcutta and placed the gist of the letter. In the said letter, APL have, interalia, referred to the orders passed by the Hon'ble Division Bench of the Calcutta High Court in pursuance to which 500 (Five Hundred) Equity Shares of the Company held by Smt.Priyamvada Devi Birla have been registered by way of transmission jointly in the names of three Administrators with the designation “Representatives of the estate of the deceased Priyamvada Devi Birla in the capacity of Administrators Pendente Lite”. The said letter was kept open for perusal of Members present in the Meeting.

7. The remaining Ordinary Business of the Meeting as per Notice dated 21st May, 2013 was thereafter taken up item-wise and further resolutions as mentioned below were duly moved:

(a) RESOLUTION NO.2 (AS ORDINARY RESOLUTION)

“RESOLVED that Shri Harsh V.Lodha, Director of the Company, who retires by rotation at this Meeting and who has offered himself for re-appointment and he being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

Shri Shivendu Agarwal, Shri Sarvesh Kumar Singh, and Shri Hemkant Swamy reiterated their demand for a poll on this Resolution which, as confirmed by the Chairman would be included in the list of Resolutions to be decided by poll.

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(b) RESOLUTION NO.3 (AS ORDINARY RESOLUTION)

"RESOLVED that Shri J.Veeraraghavan, Director of the Company, who retires by rotation at this Meeting and who has offered himself for re-appointment and he being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."

Shri Shivendu Agarwal, Shri Sarvesh Kumar Singh, and Shri Hemkant Swamy reiterated their demand for a poll on this Resolution which, as confirmed by the Chairman would be included in the list of Resolutions to be decided by poll.

(c) RESOLUTION NO.4 (AS ORDINARY RESOLUTION)

"RESOLVED that pursuant to the provisions of Sections 224(1), (1B), (2) and other applicable provisions, if any, of the Companies Act, 1956, Messrs V.Sankar Aiyar & Co., Chartered Accountants having Firm Registration Number 109208W with ICAI, the retiring Auditors of the Company, be and are hereby re-appointed as the Statutory 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 and reimbursement of out-of-pocket expenses as the Board may decide, based on the recommendation of the Audit Committee."

Shri Shivendu Agarwal, Shri Sarvesh Kumar Singh, and Shri Hemkant Swamy reiterated their demand for a poll on this Resolution which, as confirmed by the Chairman would be included in the list of Resolutions to be decided by poll.

8. As poll has been demanded on all the business mentioned in the Notice dated 21st May, 2013, the Chairman appointed Shri Deepan Gupta, a Member of the Company and Shri Rakesh Kumar Shahi, Asst. Vice President (Business Development) as the Scrutineers of the poll in accordance with the provisions of Section 184 of the Companies Act, 1956. One (1) No. empty ballot box was shown to the Members before the same was sealed and kept on the Dias of the Meeting by the Scrutineers. The ballot papers were distributed to the Members for exercising their voting. After the members had cast their votes and put the ballot papers into the ballot box, the ballot box was handed over to the Scrutineers for furnishing their reports to the Chairman.

The Chairman informed the Members that poll results would be declared the same day at 5.15 p.m. at the venue of the Meeting and welcomed the Members to be present at the time of declaration of the results.

The Chairman thanked the Members for their participation in the proceedings and the Members also thanked the Chairman for the conduct of the proceedings whereafter the Meeting was adjourned till 5.15 p.m. for the purpose of declaring the results of the poll.

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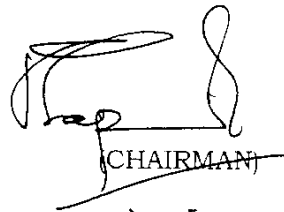
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Based on the Reports furnished by the Scrutineers to the Chairman, the following results of the poll taken on Resolution No(s) 1, 2, 3 & 4 of the Notice dated 21st May, 2013 transacted at the Annual General Meeting of the Company were declared by the Chairman.

Resolution No.	Subject Matter	Votes		Results
		For	Against	
<b>As Ordinary Resolutions -</b>				
1	Adoption of Annual Accounts & Reports of Directors and Auditors thereon.	6389452	754855	Resolution Passed
2	Re-appointment of Shri Harsh V.Lodha as Director on retirement by rotation.	6389452	754855	Resolution Passed
3	Re-appointment of Shri J.Veeraraghavan as Director on retirement by rotation.	6389452	754855	Resolution Passed
4	Re-appointment of Messrs V.Sankar Aiyar & Co., Chartered Accountants having Firm Registration Number 109208W with ICAI as Statutory 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.	6389452	754855	Resolution Passed

The Chairman thereafter declared that the Ordinary Resolutions under item No(s) 1, 2, 3 & 4 set out in the Notice dated 21st May, 2013 of this Meeting have been accordingly and duly passed by the requisite majority.

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

  
(CHAIRMAN)

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