

VINDHYA TELELINKS LIMITED

CIN: L31300MP1983PLC002134

Registered Office:

Udyog Vihar, P.O.Chorhata, Rewa-486 006 (M.P.), India
Telephone No. (07662) 400400 • Fax No. (07662) 400591
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RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING) ANNOUNCED ON 14TH JANUARY, 2015

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, approval of the Members of the Company was sought by way of Postal Ballot for a Special Resolution for authority to the Board of Directors to give Loan(s)/Guarantee(s) or provide securities in connection with loan(s) to any other body corporate or person and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate.

The last date for casting of vote through e-voting and to receive the Postal Ballot Forms, duly completed and signed by the Members was 7th January, 2015 upto 5.30 p.m.

Shri R.S.Bajaj, Company Secretary in Practice, the Scrutinizer has submitted his Report dated 12th January, 2015 on the Postal Ballot and e-voting and the following results have been announced on Wednesday, 14th January, 2015, at the Registered Office of the Company:

Details of polling results for Postal Ballot Notice dated 10th November, 2014 :

Particulars	No. of shares (through postal ballot)	No. of shares (through e-voting)	Total no. of shares	% of Total net valid votes (in percentage)
Total no. of votes received	18293	8525318	8543611	N.A.
Less : Total no. of invalid votes	591	-	591	N.A.
Net valid number of votes cast	17702	8525318	8543020	100.00
Total no. of votes cast in favour of the Resolution	16348	7944083	7960431	93.18
Total no. of votes cast against the Resolution	1354	581235	582589	6.82



Pursuant to Clause 35A of the Listing Agreement; details regarding the results of Postal Ballot are as follows:

Details of polling results for Postal Ballot Notice dated 10th November, 2014 :

Special Resolution: Authority to the Board of Directors to give Loan(s)/Guarantee(s) or provide securities in connection with loan(s) to any other body corporate or person and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstand ing shares (3)=[(2)/ (1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	5157305	5129305	99.46	5129305	0	100.00	0
Public - Institutional holders	1568037	1560491	99.52	1560491	0	100.00	0
Public-Others	5125521	1853224	36.16	1270635	582589	68.56	31.44
TOTAL	11850863	8543020	72.09	7960431	582589	93.18	6.82

Accordingly, the Special Resolution as mentioned in the Postal Ballot Notice dated 10th November, 2014 has been passed by the Shareholders with requisite majority. The resolution is deemed to be passed as on date of the announcement of result i.e. 14th January, 2015.

As required under Rule 22(13) of the Companies (Management and Administration) Rules, 2014, the copy of the Scrutinizer's Report is enclosed along with the above results.

Thanking you,

For Vindhya Telelinks Limited



(Ashok Mishra)
Company Secretary

Encl: As above

Place : Rewa

Date : 14th January, 2015

**REPORT OF SCRUTINIZER
(POSTAL BALLOT PROCESS)**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman
Vindhya Telelinks Limited
Udyog Vihar, P.O. Chorhata
Rewa-486006 [M.P.]

Dear Sir,

I, R. S. Bajaj, Practicing Company Secretary (C.P. No.7058) have been appointed by the Board of Directors of the Company as the scrutinizer to receive, process and scrutinize the postal ballot forms and e-voting for the purpose of postal ballot process carried out as per the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules 2014 in respect of the Special Resolution contained in the Notice dated 10th November, 2014.

The Company had completed the dispatch/sending of e-mail of notice of postal ballot along with the postal ballot form and self addressed postage pre paid envelope on 8th December, 2014 to the members for seeking their consent. The members of the Company as on the "cut-off" date, i.e. 28th November, 2014 were entitled to vote on the resolution as set out in the Postal Ballot Notice.

In terms of Section 108 of the Companies Act, 2013 read along with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

As the Scrutinizer for the e-voting process, my role and responsibility are limited to make a Scrutinizer's report of the votes cast in "favour" or "against" in respect of the Resolution contained in the Notice of the Postal Ballot Process, based on the reports generated from the e-voting systems provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

I report that I have received the Postal Ballot forms from shareholders during the period starting from 9th December, 2014 (09.30 A.M.) and end on 7th January, 2015 (05.30 P.M.). All the Postal Ballot forms together with E-Voting received up to 05.30 P.M., Wednesday, 7th January, 2015, being the last date considered by the Company for receipt of the ballot forms/e-voting, were considered for my scrutiny.



On scrutiny, I report that out of total 160 shareholders (Total Number of Shares 8543611), 61(Sixty one) shareholders have exercised their votes through electronic means and 99 (Ninety nine) shareholders exercised their votes through Postal Ballot Forms as received. Envelopes containing postal ballot forms returned undelivered aggregated to 120 vide serial number 1 to 120. These envelopes were not opened and they are separately kept. There were no instances of defaced or mutilated Ballot Paper.

The details of the polling results (consolidated) for the Special Resolution placed for voting are as follows:

Authority to the Board of Directors to give Loan(s)/Guarantee(s) or provide securities in connection with loan(s) to any other body corporate or person and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate.

(i) **Voted in favour of the resolution:**

Number of members voted through Electronic Voting System	Number of votes cast by them	% of total number of valid votes cast	Number of members voted through Postal Ballot Forms	Number of votes cast by them	% of total number of valid votes cast
(1)	(2)	(3)	(4)	(5)	(6)
52	7944083	92.99%	79	16348	0.19%

Summary:

Total no. of members voted in favour	131
Total no. of votes cast in favour	7960431
Total % of valid votes in favour	93.18%

(ii) **Voted against the resolution:**

Number of members voted through Electronic Voting System	Number of votes cast by them	% of total number of valid votes cast	Number of members voted through Postal Ballot Forms	Number of votes cast by them	% of total number of valid votes cast
(1)	(2)	(3)	(4)	(5)	(6)
9	581235	6.80%	11	1354	0.02%

Summary:

Total no. of members voted against	20
Total no. of votes cast against	582589
Total % of valid votes against	6.82%



(iii) **Invalid Votes (voted through Postal Ballot Form) :**

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	591

The percentage of votes cast in favour is 67.17% and against is 4.92% of the total paid-up capital of the Company. Since the number of votes cast in favour is more than the number of votes cast against, I report that the Special Resolution passed pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Management and Administration) Rules, 2014, as set out in the Notice dated 10th November, 2014 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the date of the announcement of result.

The Postal Ballot forms and other related papers/ registers have been handed over to the Director/Company Secretary authorized by the Board to supervise the Postal Ballot process.

The result of voting of Postal Ballot may be declared accordingly.

Thanking you,

Yours faithfully,
For R. S. Bajaj & Co.,
Company Secretaries

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(R. S. Bajaj)
CP No.7085
M.No.ACS-3370

Date : 12.01.2015

Place : Mumbai

