



Vindhya Telelinks Limited

Regd. Office : Udyog Vihar, P.O. Chorhata,
Rewa - 486 006 (M.P.) India.

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PAN No. AAACV7757J · CIN No. L31300MP1983PLC002134

GSTIN : 23AAACV7757J2ZZ

VTL/CS/18-19/

01 AUGUST 2018

BSE Limited
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,
BandraKurla Complex, Bandra (E),
MUMBAI-400 051

Company's Scrip Code: 517015

Company's Scrip Code: VINDHYATEL EQ

Dear Sir,

Sub: Proceedings of 35th Annual General Meeting

We would like to inform you that the 35th Annual General Meeting (AGM) of Members of Vindhya Telelinks Limited was held on 31st July, 2018 at 4.30 P.M. at the registered office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.).

In accordance with the Regulation 30 (6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 35th Annual General Meeting of the Company is enclosed herewith for your kind information.

Please find the same in order and acknowledge the receipt.

Thanking you,

Yours faithfully,
For Vindhya Telelinks Limited



(Satyendu Pattnaik)
Company Secretary

Encl: As above



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.)

**BRIEF PROCEEDINGS OF THE 35TH ANNUAL GENERAL MEETING OF
VINDHYA TELELINKS LIMITED HELD ON 31ST JULY, 2018**

The 35th Annual General Meeting of the members of the Company was held on 31st July, 2018 at 4.30 P.M. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa - 486006 (M.P.).

Shri Y.S. Lodha, Managing Director of the Company took the Chair and presided the meeting in accordance with the Article 72 of the Articles of Association of the Company. Shri R.C. Tapuriah, Director and Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee was also present at the meeting.

Sixty (60) Members were present in person including Seventeen (17) Body Corporate Members present through their authorised representatives and Seven (7) Members were represented by their Proxies.

The quorum was present at the commencement of the Meeting as well as at the time of consideration of each item of business. The Chairman confirmed the compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, applicable provisions of the Secretarial Standard on General Meetings (SS-2) issued under Section 118(10) of the Companies Act, 2013 with respect to calling, convening and conducting the Annual General Meeting.

The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014; the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013; Register of Proxies; Audited Standalone financial statements for the year ended 31st March, 2018; Audited Consolidated financial statements for the year ended 31st March, 2018; Independent Auditors' Report on the audited standalone and consolidated financial statements of the Company; Secretarial Audit Report; Memorandum and Article of Association of the Company, were open and accessible during the continuance of the meeting to any member having a right to attend the Meeting.

The Chairman informed the members that pursuant to provisions 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 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has extended to its members facility to exercise their right to vote by electronic means in respect of the business to be transacted at the Thirty Fifth Annual General Meeting. The remote e-voting commenced on 27th July, 2018 (at 9:00 am) and ended on 30th July, 2018 (at 5:00 pm). Shri Rajesh Kumar Mishra, Practicing Company Secretary or failing him Shri R.S. Bajaj, Practicing Company Secretary was appointed as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. The facility for voting through Ballot process by distributing ballot/poll paper has been arranged for each items of the business as mentioned in the notice of the 35th Annual General Meeting (AGM) of the Company to be transacted at the AGM for all those members/ designated proxies who are present at the AGM but did not cast their votes by availing the remote e-voting facility. Shri Rajesh Kumar Mishra, Practicing Company Secretary and Shri Hemant Singh, Practicing Chartered Accountant, have been appointed as Scrutinizers to scrutinize the voting at the Annual General Meeting of the Company.




The Chairman apprised the members about the performance of the Company during the financial year 2017-18 and the prevailing business condition in the business segments in which the Company operates. The Chairman then invited the Members to ask questions, if any, and/or otherwise offer their view/comments. The queries raised and suggestions made by Members in the Meeting were duly and satisfactorily replied by the Chairman and Directors present in the Meeting.

The Chairman then proceeded with the business of the Meeting for the items of Ordinary and Special Business as per Notice of the 35th AGM of the Company. All the 5 (Five) resolutions were moved for consideration and approval of the Members. The resolutions, briefly, related to:

ORDINARY BUSINESS:

1. Resolution No.1: Ordinary Resolution

- (a) Adoption of audited financial statements of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon.
- (b) Adoption of audited consolidated financial statements of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon.

2. Resolution No.2: Ordinary Resolution

Declaration of Dividend at the rate of Rs.10/- (Rupees Ten) only per equity share of the face value of Rs. 10/- (Rupees Ten) each fully paid-up for the financial year ended 31st March, 2018.

3. Resolution No.3: Ordinary Resolution

Re-appointment of Shri D.R. Bansal (DIN:00050612) as a Director, who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Resolution No.4: Ordinary Resolution

Appointment of Shri Dilip Ganesh Karnik (DIN:06419513) as a Director of the Company, liable to retire by rotation.

5. Resolution No.5: Ordinary Resolution

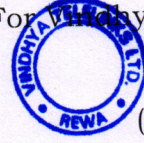
Ratification of remuneration to be paid to Messers D. Sabyasachi & Co., Cost accountants, the Cost Auditors of the Company for the financial year ending 31st March, 2019.

Thereafter, the Chairman ordered for a poll to be taken at the Meeting on all the 5 (five) resolutions for the Ordinary as well as Special Business as set out under Item No(s). 1, 2, 3, 4 and 5 of the Notice of the 35th AGM of the Company. The Scrutinizers inspected and locked the empty Ballot box in the presence of the Members and proxies present in the Meeting. The Chairman then requested the Members and proxies present in the Meeting to cast their vote(s) and put the ballot papers in the Ballot box, if they have not voted through remote e-voting facility made available by the Company.



After completion of poll process, the Chairman informed that based on consolidated Scrutinizer's Report, the combined results of remote e-voting and voting at the Meeting (poll) will be declared on 1st August, 2018 at 5.00 p.m. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa - 486006 (M.P.).

For Virajaha Telelinks Limited



(Satyendu Pattnaik)
Company Secretary