

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 5th August, 2014**

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 the following Special Resolutions:

1. To borrow money in excess of the aggregate of paid up share capital and free reserves of the Company, provided however that the total amount so borrowed and remaining outstanding on account of principal amount shall not, at any time, exceed 1600 Crores (Rupees Sixteen Hundred Crores Only).
2. To create mortgage/hypothecation/pledge/charge or security in any form on the Company's assets, both present and future, upto Rs. 1600 Crores (Rupees Sixteen Hundred Crores Only).

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 31st July, 2014 upto 5.30 p.m.

Shri Ashish C. Bhatt, Company Secretary in Practice, the Scrutinizer has submitted his Report dated 2nd August, 2014 on the Postal Ballot and e-voting and the following results have been announced on Tuesday, 5th August, 2014, at the Registered Office of the Company:

Resolution No. 1 of Postal Ballot Notice dated 21st June, 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	3487061	3692801	7179862	N.A.
Less : Total no. of invalid votes	911	7966*	8877	N.A.
Net valid number of votes cast	3486150	3684835	7170985	100.00
Total no. of votes cast in favour of the Resolution	3485566	2929580	6415146	89.46
Total no. of votes cast against the Resolution	584	755255	755839	10.54

Note: * 3 Shareholders have voted in both E-voting and Physical Postal Ballot for 7966 Shares, hence it is taken as invalid in E-voting and counted in physical voting only.



Resolution No. 2 of Postal Ballot Notice dated 21st June, 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	3487058	3692801	7179859	N.A.
Less : Total no. of invalid votes	911	7966*	8877	N.A.
Net valid number of votes cast	3486147	3684835	71790982	100.00
Total no. of votes cast in favour of the Resolution	3485003	2929580	6414583	89.45
Total no. of votes cast against the Resolution	1144	755255	756399	10.55

Note: * 3 Shareholders have voted in both E-voting and Physical Postal Ballot for 7966 Shares, hence it is taken as invalid in E-voting and counted in physical voting only

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

Resolution No. 1 of Postal Ballot Notice dated 21st June, 2014 :

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	5129205	99.46	5129205	0	100	0
Public - Institutional holders	1118037	0	0	0	0	0	0
Public-Others	5575521	2041780	36.62	1285941	755839	62.98	37.02
Total	11850863	7170985	60.51	6415146	755839	89.46	10.54



Resolution No. 2 of Postal Ballot Notice dated 21st June, 2014 :

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	5129205	99.46	5129205	0	100	0
Public - Institutional holders	1118037	0	0	0	0	0	0
Public-Others	5575521	2041777	36.62	1285378	756399	62.95	37.05
Total	11850863	7170982	60.51	6414583	756399	89.45	10.55

Accordingly, the Special Resolutions as mentioned in the Postal Ballot Notice dated 21st June 2014 have been passed by the requisite majority.

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

Thanking you,



For Vindhya Telelinks Limited

(R. Radhakrishnan)
President(Commercial) & Secretary

Encl: As above

Place : Rewa

Date : 5th August, 2014

SCRUTINIZER'S REPORT

To,
The Chairman,
Board of Directors,
Vindhya Telelinks Limited,
Udyog Vihar, P.O.Chorhata,
Rewa-486 006, (M.P.) India.

Dear Sir,

1. The Board of Directors of the Company at its meeting held on May 19, 2014 has appointed me as a Scrutinizer for conducting the postal ballot voting process.
2. I submit my report as under:
 - 2.1 The Company has completed on July 01, 2014 the dispatch/sending of e-mail of notice of postal ballot and forms along with postage prepaid business reply envelope to its Members whose name(s) appeared in the Register of Members/list of beneficiaries as on June 20, 2014. The company has also made arrangement for e-voting with CDSL.
 - 2.2 Particulars of all the postal ballot and e-voting forms received from the Members have been entered in a register separately maintained for the purpose.
 - 2.3 The postal ballot forms were kept under, my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
 - 2.4 The ballot boxes were opened on 03/07/2014, 04/07/2014, 07/07/2014, 08/07/2014, 09/07/2014, 11/07/2014, 14/07/2014, 16/07/2014, 19/07/2014, 21/07/2014, 22/07/2014, 23/07/2014, 24/07/2014, 26/07/2014, 28/07/2014, 29/07/2014, 30/07/2014 and 31/07/2014 in my presence.
 - 2.5 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/ list of beneficiaries as on June 20, 2014.
 - 2.6 All postal ballot forms received up to the close of working hours on July 31, 2014, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
 - 2.7 Envelopes containing postal ballot forms received after July 31, 2014 were not considered for my scrutiny.



2.8 Envelopes containing postal ballot forms returned undelivered aggregated to Twelve (12) vide serial number 1 to 12. These envelopes were also not opened and they are separately kept.

2.9 I did not find any defaced or mutilated ballot paper.

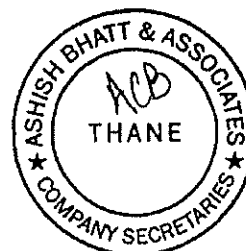
3. A summary of the postal ballot forms received is given below:

Resolution 1:

Special Resolution under Section(s) 180(1)(c)/180(2) of the Companies Act, 2013 for approving the borrowing limits by the Board up to Rs. 1600/- Crores.

Sr. No.	Particulars	No. of ballot forms	No. of shares	% of total paid-up equity capital	% of total vote casted
(a)	Total postal ballot forms received	110	3487061	29.42	-
(b)	Total E-ballot forms received	32	3692801	31.16	-
(c)	Total ballots received	142	7179862	60.58	-
(d)	Less: Invalid postal ballot forms (as per register)	8	911	0.01	-
(e)	Less: Invalid postal ballot forms (as per E - Voting)	*3	7966	0.06	-
(f)	Net invalid ballots	11	8877	0.07	-
(g)	Net Valid ballots	131	7170985	60.51	-
(h)	Net valid postal ballot forms(as per register)	102	3486150	29.42	-
(i)	Net valid E-ballot forms(as per register)	29	3684835	31.09	-
(j)	Total valid ballots	131	7170985	60.51	-
(k)	Postal ballot forms with assent for the resolution (as per register)	95	3485566	29.41	48.61
(l)	E- ballot forms with assent for the resolution (as per register)	21	2929580	24.72	40.85
(m)	Total ballots with assent for the resolution.	116	6415146	54.13	89.46
(n)	Postal ballot forms with dissent for the resolution (as per register)	7	584	0.01	0.01
(o)	E-ballot forms with dissent for the resolution (as per register)	8	755255	6.37	10.53
(p)	Total ballot forms with dissent for the resolution	15	755839	6.38	10.54

Note * 3 shareholders have voted in both E-voting and Physical Postal Ballot for 7966 Shares, hence it is taken as invalid in E-voting and counted in physical voting only.



Resolution 2 :

Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage, Charge etc. in respect of borrowing up to Rs. 1600/- Crores

Sr. No.	Particulars	No. of ballot forms	No. of shares	% of total paid-up equity capital	% of total vote casted
(a)	Total postal ballot forms received	*109	3487058	29.42	-
(b)	Total E-ballot forms received	32	3692801	31.16	-
(c)	Total ballots received	141	7179859	60.58	-
(d)	Less: Invalid postal ballot forms (as per register)	8	911	0.01	-
(e)	Less: Invalid postal ballot forms (as per E - Voting)	**3	7966	0.06	-
(f)	Net invalid ballots	11	8877	0.07	-
(g)	Net Valid ballots	130	7170982	60.51	-
(h)	Net valid postal ballot forms(as per register)	101	3486147	29.42	-
(i)	Net valid E-ballot forms(as per register)	29	3684835	31.09	-
(j)	Total valid ballots	130	7170982	60.51	-
(k)	Postal ballot forms with assent for the resolution (as per register)	92	3485003	29.41	48.60
(l)	E- ballot forms with assent for the resolution (as per register)	21	2929580	24.72	40.85
(m)	Total ballots with assent for the resolution.	113	6414583	54.13	89.45
(n)	Postal ballot forms with dissent for the resolution (as per register)	9	1144	0.01	0.02
(o)	E-ballot forms with dissent for the resolution (as per register)	8	755255	6.37	10.53
(p)	Total ballot forms with dissent for the resolution	17	756399	6.38	10.55

Note * Out of 110 valid Postal ballot forms received, 1 shareholder has not casted the vote for the resolution No 2.hence at (a) Total valid postal ballots are 109

****** 3 shareholders have voted in both E-voting and Physical Postal Ballot for 7966 Shares, hence it is taken as invalid in E-voting and counted in physical voting only.



4. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to the Company Secretary/ Director authorised by the Board to supervise the postal ballot process.
5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Bhatt AC
Ashish Bhatt
Scrutinizer

Place: Thane
Date: August 02, 2014

