

VINDHYA TELELINKS LIMITED**DETAILS REGARDING VOTING RESULTS PURSUANT
TO CLAUSE 35A OF THE LISTING AGREEMENT**

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| Date of Annual General Meeting | 23.07.2015 |
| Total number of Shareholders on record date (Book closure: 17.07.2015 to 23.07.2015 both days inclusive) | 6336 |
| No. of Shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group | 4 |
| Public | 45 |
| No. of Shareholders attended the meeting through Video Conferencing : | |
| Promoters and Promoter Group | None |
| Public | None |
| Details of the Agenda (Agenda wise) | |
| Resolution No. 1 | Ordinary Resolution for (a) Adoption of Audited Balance Sheet as at 31 st March, 2015 and the Statement of Profit and Loss of the Company for the year ended 31 st March, 2015 and the Reports of the Directors and Independent Auditors thereon; (b) Audited Consolidated Financial Statements of the Company for the Financial year ended 31 st March, 2015 and report of Independent Auditors thereon. |
| Mode of Voting | E-voting and Poll |
| Resolution No. 2 | Ordinary Resolution for Declaration of Dividend on Equity Shares. |
| Mode of Voting | E-voting and Poll |
| Resolution No. 3 | Ordinary Resolution for Re-appointment of Shri D.R.Bansal (DIN: 00050612) as a Director, who retires by rotation. |
| Mode of Voting | E-voting and Poll |
| Resolution No. 4 | Ordinary Resolution for Re-appointment of Messrs V.Sankar Aiyar & Co., Chartered Accountants (Registration No.109208W) as Auditors for a further period of upto five financial years starting from April 1, 2015 to hold office from the conclusion of this meeting until the conclusion of the next fifth Annual General Meeting(s) of the Company on such remuneration as shall be decided by the Board of Directors of the Company from time to time. |
| Mode of Voting | E-voting and Poll |



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|-------------------------|--|
| Resolution No. 5 | Ordinary Resolution for Appointment of Smt.Kiran Aggrawal (DIN: 06991807) as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 10 th November, 2014, not liable to retire by rotation. |
| Mode of Voting | E-voting and Poll |
| Resolution No. 6 | Ordinary Resolution for Ratification of Remuneration to Cost Auditors. |
| Mode of Voting | E-voting and Poll |
| Resolution No. 7 | Special Resolution for Re-appointment of Shri Y.S.Lodha (DIN: 00052861) as Managing Director of the Company, not liable to retire by rotation, for a further period of five years effective from 4 th November, 2015 to 3 rd November, 2020. |
| Mode of Voting | E-voting and Poll |

In case of E-voting and Poll:**Poll details in respect of Resolution Nos.1, 2, 3,4,5,6 and 7.**

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes on polled outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------------|-----------------------|---------------------------|---|--------------------------------|------------------------------|--|--|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 5157305 | 5129305 | 99.46 | 5129305 | 0 | 100.00 | 0.00 |
| Public Institutional holders | 1786649 | 1061017 | 59.39 | 1061017 | 0 | 100.00 | 0.00 |
| Public- Others | 4906909 | 1418444 | 28.91 | 1418444 | 0 | 100.00 | 0.00 |
| TOTAL | 11850863 | 7608766 | 64.20 | 7608766 | 0 | 100.00 | 0.00 |

