



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
Email: headoffice@vtlrewa.com • Website: www.vtlrewa.com

POSTAL BALLOT NOTICE

Dear Member,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and such other Rules and Regulations as may be applicable, including any statutory modification(s) or re-enactment thereof, for the time being in force, for seeking consent/assent of the members of the Company by means of Postal Ballot or voting through electronic means ("Remote E-Voting") on the Resolutions set out in this Notice.

Voting through Postal Ballot/ remote E-Voting shall commence from Thursday, 28th September, 2017 at 9:00 A.M. (IST) and end on Friday, 27th October, 2017 at 5:00 P.M. (IST). The scrutinizer's decision on the validity of votes shall be final. The members can opt only one mode for voting i.e. either physical ballot or E-Voting. If a member has opted for E-Voting, then such member should not vote by physical ballot and vice versa. However, in case member(s) cast their vote both via physical ballot and E-Voting, then voting done through E-voting shall prevail and Physical Voting of that member shall be treated as invalid notwithstanding whichever option is exercised first.

Shareholders desiring to exercise their vote by postal ballot:

- ▶ Read carefully instructions given on the back side of Postal Ballot Form.
- ▶ Send duly filled Postal Ballot Form to the Scrutinizer on or before 5:00 P.M. (IST) on 27th October, 2017.

Shareholders desiring to exercise their vote by E-Voting:

- ▶ Read carefully the Point no. 8 of the "NOTES FOR MEMBERS' ATTENTION" given on the Postal Ballot Notice.
- ▶ Voting shall be closed by CDSL on 27th October, 2017 at 5:00 P.M. (IST).

In accordance with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India including any modification, amendment or re-enactment thereof for the time being in force, if any, the resolutions as contained in this Postal Ballot Notice shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-Voting i.e. Friday, the 27th day of October, 2017, if approved by the members of the Company with requisite majority.

SPECIAL BUSINESS:

ITEM NO. 1: Alteration of the Objects Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), subject to necessary registrations, approvals, consents, permissions and sanctions, if any from the Competent Authority(ies) and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such Competent Authority (ies), which the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall deem to include any of duly constituted Committee of one or more Directors) is authorised to accept, as it may deem fit, approval of the members of the Company be and is hereby accorded for effecting the following modifications, alteration and amendments in the existing Memorandum of Association of the Company:

- A. The words 'The Companies Act, 1956' in the existing Memorandum of Association of the Company shall be substituted with the words 'The Companies Act, 2013', wherever required under the applicable provisions.
- B. Part A of the Object Clause (Clause III) of the Memorandum of Association shall now be titled as **"The Objects to be pursued by the Company on its Incorporation"** in lieu of the existing title, "The main objects to be pursued by the Company on its incorporation" and be appended with following sub clauses 9 to 25 after the existing sub clauses 1 to 8 of Clause III A of the Memorandum of Association under the new heading **"The Objects to be pursued by the Company on its Incorporation"**:
 9. To carry on the business of manufacture, produce, process, buy, sell, import, export and otherwise deal in all kind of Power Cables including Solar and Wind Energy Cables, Radio Frequency Cables, Hybrid Cables, Composite Cables, Quad Cables, Railway Signalling Cables, Instrumentation Cables, Control Cables, Ribbon Cables, Flexible Cables and Cords, Other Specialty Cables, Tactical Cables, Railway Catenary Wire, Grooved Contact Wire, Dropper Wire, Optical Fibre and all kinds of Preform of Silica Rods, Silica Rod and Tubes, Quartz Rods and Tubes, Fibre Reinforced Plastic (FRP) Rods, Glass Roving, Cable Filling/Flooding Compound, Aramid Yarn, Water Swellable Yarns, Colouring Inks, Oils, Chemicals, Heat Shrinkable Sleeves, all Gases, UV Resins, all other raw materials and inputs required for manufacture of all kinds of Optical Fibre, Optical Fibre Cables, Telecommunication Cables, Power Cables, Radio Frequency Cables, Hybrid Cables, Composite Cables, Quad Cables, Railway Signalling Cables, Instrumentation Cables, Control Cables, Other Specialty Cables, Tactical

Cables, Power Distribution Cables, Ribbon Cables and all other types of wires and cables, and other inputs, all kinds of equipments and products (electronic or otherwise) used in the telecommunications networks, Power Distribution and Transmission networks, tactical communication solution systems, homeland protection systems, electronic warfare systems, network centric warfare enablers, opto-electronics, Military engineering systems including parts, connectors and accessories thereof.

10. To carry on business of manufacture, produce, process, sell, buy, import, export and otherwise deal in and repair of all types of Telecom Networking Equipments including Optical Networking Unit, Optical Line Terminating Equipments, Splitters, Routers, Element Management System, active components of Fibre Optic Network, Passive components of Fibre Optic Network, Accessories, Connectors, Adaptors and Testing Equipments for all kind of Cables and Conductors including Optical Fibre, Optical Fibre Cables, Jelly Filled Telephone Cables and also testing equipments for Optical Fibre System and Optical Fibre Transmission, distribution networks, Transmission Networks such as Line Terminal Equipment, Multiplexers, Optic Electronic Instruments, Line Repeaters, Jointing and Terminating Equipment, Laser Device, Light Emitting Devices, Testing and Measuring Equipments and design, installation, erection laying commissioning, transport and undertake turnkey projects for manufacturing, installing, laying, commissioning of Fibre Optic System, electrical transmission and distribution networks or provide consultancy for installing, laying and commissioning thereof.
11. To carry on the business of Telecom Infrastructure Provider, Telecom Infrastructure Sharing , Telecom Service Provider, Internet Service Provider and other value added services, National Long Distance (NLD) services, Bandwidth services, Setup Telecom Infrastructure for Broadband Networks, Telecom bandwidth buying and reselling providing ASP's (Application Software Package) for E-Commerce B2B, B2C Application, carry out E-Commerce activities, franchise operation for Telecom/ Internet Services Providers and similar activities.
12. To undertake the activity of Design, Supply, Welding, Installation, Testing, Commissioning and Training of complete Water Supply and Plumbing Systems, Water Irrigation and Canal Projects including the pumping stations, fertilization systems, water reservoirs, drainage systems, Sprinkler and Drip Irrigation Systems including pivot, lift, drip, landscape, and sprinkler systems, Micro Irrigation System, Sprinkler Irrigation Projects, Landscape Irrigation, Lift & Gravity Irrigation, Relining of Existing Pipelines and Rehabilitation of Old irrigation systems, Dust Suppression, all types of Civil & Electro-mechanical work and Canal works with or without value added services on turnkey basis and other incidental and ancillary works including operations and maintenance.
13. To undertake the activity of Design, Supply, Erection, Installation, Testing, and Commissioning of complete Sewage Treatment Plant Turnkey Project services including Effluent Treatment Plant, Common Effluent Treatment Plant , Zero Liquid Discharge Plant, Water Treatment Plant, Gas Distribution System, Industrial Fluid Conveying Systems, Sewerage Lines, Effluent Conveyance & Disposal Systems, Marine On-shore & Off-shore Piping, Under Water Pipelines, Sewage Plants & ETP Pipelines, SLF Waste Water Treatment Plant, Main & Floater Pipes, Dust Suppression System etc. for residential, institutional, commercial, industrial establishments and municipal bodies etc. with or without value added services on turnkey basis and other incidental and ancillary works including operations and maintenance.
14. To carry on in India or elsewhere Turnkey projects and Engineering, Procurement and Construction (EPC) Contract for Civil, Structural, Architectural and Allied Works of construction of Buildings, Urban or Rural Transport Systems, Tunnels, Bridges, Flyovers, Highways, Expressways, Road or Rail Corridors, Ports and Airports, Smart City projects and other incidental and ancillary works including operations and maintenance.
15. To undertake and execute in India or elsewhere any contracts for works involving the supply or use of any materials, machinery, skilled and unskilled labour and to carry out any ancillary or other works comprised in such contracts.
16. To carry on in India or elsewhere any other engineering and/or contracting business, and in particular to arrange, procure, give or hire or loan for consideration or otherwise, the services of skilled and unskilled personnel for construction services.
17. To carry on the activity of Manufacturing, Trading and Turnkey solutions of Defence, Security, Traffic, Surveillance equipments including mobile, portable, tower monitoring system and Alarm system for residential, commercial and Institutional establishments including operation and maintenance.
18. To carry on the business either individually or jointly with other undertaking(s) and companies or persons, subject to the laws in force, the business to design, produce, manufacture, fabricate, develop, process, import, export, purchase, sell, supply, exchange, distribute and to act as, stockists, distributors, licensors, manufacturers, importers, exporters, buyers, sellers, suppliers, vendors or otherwise deal in all kinds of equipments required for railways including but not limited to engineering equipments, electrical and electronic communication equipments, signaling equipments, security and surveillance equipments, network equipments, and transport vehicle components, components and spare parts used in railways, undertake infrastructure projects including ICT projects in railways.
19. To carry on any other trade or business whatsoever as in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension or in connection with any of the Company's business or as calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property, or rights.

20. To engage in any lawful act or activity or business, or any act or activity or business to pursue any specific object or objects, as per the law for the time being in force.
21. To carry on the business of manufacturers, sellers, repairers, hires, importers, exporters of, commission agents for, and dealers in all type of cable manufacturing machinery and all type of engineering products.
22. To design, install, erect, lay, act, undertake and execute projects, Turnkey and other works in India and abroad and to give new entrepreneurs of industries as also those already established in industries, suggestions, advices or provide new techniques or improvement in the techniques and methods of production, utilisation of plant and machinery, procedures and inventory control and managements.
23. To carry on the business of manufacturers of or dealers in ferrous or non-ferrous metals including iron and steel, aluminium, brass, tin nickel, special steels and their products.
24. To carry on the business of manufacturers, processors, importers, buyers, sellers, stockists, agents and distributors of and/or dealers in all kinds of P.V.C. and plastic products and goods, including P.V.C. Pipes, sheets, lining, conduit pipe and ancillary products, resins and high density polythene products.
25. To undertake projects of rural and urban developments, growth enlightenment, social upliftment and others as are approved under the Income Tax Act, 1961 and to make donations and contributions to institution and bodies as are recognised under the Income Tax Act, 1961 subject to the applicable provision(s) of the Companies Act, 2013.

C. Part B of the Object Clause (Clause III) of the Memorandum of Association shall now be titled as **“Matters which are necessary for furtherance of the Objects specified in clause III (A)”** in lieu of the existing title “The objects incidental or ancillary to the attainment of the above main objects” and following alteration(s) be made in Clause III (B) of the Memorandum of Association of the Company under the new heading **“Matters which are necessary for furtherance of the Objects specified in clause III (A)”**:

(a) The existing Clause III (B)(13) of the Memorandum of Association be deleted and in lieu thereof the following new Clause III (B)(13) be substituted:

13. Subject to the provisions of Section 73 of the Companies Act, 2013 and other applicable provisions of the Act and directives of Reserve Bank of India to receive money on deposit or loan and borrow or raise or secure the payment of moneys in such manner as the Company shall think fit and in particular by the issue of debentures, perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's properties or assets, movable or immovable, both present and future including its uncalled capital and also by a similar mortgage or lien, to secure and guarantee the performance by the Company or any other person or Company, of any obligation undertaken by the Company as the case may be and to purchase or pay off any such securities.

(b) The existing Clause III (B)(17) of Memorandum of Association be deleted and in lieu thereof the following new Clause III (B)(17) be substituted:

17. Subject to the provisions of Section 40 of the Companies Act, 2013, to pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.

(c) The existing Clause III (B)(34) of Memorandum of Association be deleted and in lieu thereof the following new Clause III (B)(34) be substituted:

34. Subject to the provisions of the Section 52 of the Companies Act, 2013, to place to reserve, or to issue bonus shares among the members or otherwise to apply, as the Company may from time to time think fit, any moneys belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium and moneys arising from the issue by the Company of forfeited shares.

(d) The following sub clause 35 be appended after the existing sub clause 34 of Clause III B of the Memorandum of Association:

35. To undertake Corporate Social Responsibility (“CSR”) activities in terms of the provisions of the Companies Act, 2013 and Rules made thereunder or in such other manner as the Company deems fit.

D. Part C of the Object Clause (Clause III) titled as “Other objects not included in (A) and (B) above” of the Memorandum of Association comprising of existing sub clauses 1 to 63 be deleted.

FURTHER RESOLVED THAT, wherever required, the reference to various Sections of the Companies Act, 1956 be replaced with the reference to the corresponding Sections of the Companies Act, 2013, in the Memorandum of Association of the Company.

FURTHER RESOLVED THAT, the approval of the members of the Company be and is hereby accorded for commencing and carrying out new business and activities as included in the Object Clause of the Company as altered above at such time or times as the Board may in its absolute discretion deems fit.

FURTHER RESOLVED THAT any one of the Directors/Company Secretary of the Company be and are hereby authorized individually/severally to do all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable to give effect to this Resolution.”

ITEM NO. 2: Amendment in the Liability Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), subject to necessary registrations, approvals, consents, permissions and sanctions, if any from the Competent Authority(ies) and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such Competent Authority(ies), which the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall deem to include any of duly constituted Committee of one or more Directors) is authorised to accept, as it may deem fit, approval of the Company be and is hereby accorded for effecting the alteration, modifications, amendments of existing Clause IV of the Memorandum of Association of the Company by substituting the existing Clause IV with the following new Clause IV:

Clause IV. 'The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.'

FURTHER RESOLVED THAT any one of the Directors/Company Secretary of the Company be and are hereby authorized individually/severally to do all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable to give effect to this Resolution.”

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

15th September, 2017

By Order of the Board
for Vindhya Telelinks Ltd.

Satyendu Pattnaik
Company Secretary

NOTES FOR MEMBERS' ATTENTION

1. The Board of Directors of the Company at its Meeting held on 15th September, 2017, has approved the issuance of this Postal Ballot Notice. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item(s) of Special Business as set out in the Postal Ballot Notice is annexed hereto.
2. The Electronic Copy of the Postal Ballot Notice is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address(es), physical copy of the Postal Ballot Notice is being sent in the permitted mode. In this regard, the Members whose names appear in the Register of Members/List of Beneficial Owners as per the record of Depositories as on 22nd September, 2017 i.e. cut-off date has been enrolled by the Company for participation in voting on resolution placed by the Company on the voting system. The voting shall be reckoned in proportion to a Member's share of voting right on the paid up equity share capital of the Company as on the said cut-off date. Members who have registered their e-mail IDs for receipt of documents in electronic mode, have been sent a web link for Postal Ballot Notice and Postal Ballot Form along with their login ID and password for the purpose of e-voting on their registered e-mail IDs. Such Members who wish to vote through Postal Ballot Form can download the same from the web link. Members have an option to cast their votes either through e-voting or through Postal Ballot Form. Members, who wish to cast their votes physically through Postal Ballot Form, may do so by filling up the details required therein.
3. Only those Members who are eligible to vote on the proposed special resolutions are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company.
4. The Company has appointed Shri Rajesh Kumar Mishra, Practicing Company Secretary (Membership No.FCS 5383 and C.P. No.4433) as Scrutinizer and if he is unable to act as such for any reason whatsoever, Shri R. S. Bajaj, Practicing Company Secretary (Membership No. ACS 3370 and C.P. No.7058) shall act as the Scrutinizer for conducting the voting process and submitting a consolidated Scrutinizer's Report thereon in accordance with the applicable law/regulation in a fair and transparent manner.
5. The Members voting through physical Postal Ballot Form are requested to carefully read the instructions printed on the accompanying Postal Ballot Form and on the Postal Ballot Notice and return the completed Form along with assent (**FOR**) or dissent (**AGAINST**), in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before **27th October, 2017 upto 5.00 p.m.**, the last date of receipt of the completed Postal Ballot Form. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. However, envelopes containing Postal Ballot, if deposited in person or sent by courier at the expense of the registered Member on or before **27th October, 2017 upto 5.00 p.m.** will also be accepted. The same must be sent to the Scrutinizer, Shri Rajesh Kumar Mishra, Practicing Company Secretary, Link Intime India Pvt. Limited (Unit :Vindhya Telelinks Limited), C-101, 247, Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.
6. The Members who do not receive the Postal Ballot Form may apply to the Company or Company's Registrar & Share Transfer Agents, Link Intime India Pvt. Ltd. (Unit: Vindhya Telelinks Limited), C-101, 247, Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 and obtain a duplicate thereof. The Postal Ballot Form may also be downloaded from the Company's website www.vtlrewa.com.
7. In compliance with the 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 is pleased to provide an option to the Members holding equity shares in demat form and in physical form, to exercise their right to vote on the Resolution as contained in the Postal Ballot Notice by way of electronic voting/e-voting to enable Members of the Company to cast their vote electronically instead of physical Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to Members of the Company. It may be noted that e-voting is optional. Please carefully read and follow up instructions on e-voting printed in this Postal Ballot Notice. In case member(s) cast their vote both via physical ballot and E-Voting, then voting done through E-voting shall prevail and Physical Voting of that member shall be treated as invalid notwithstanding whichever option is exercised first. The e-voting facility is available at www.evotingindia.com. Please refer to the instructions given for e-voting in the following paragraph of this Postal Ballot Notice for the purpose and manner in which the e-voting is to be carried out.
8. The instructions for shareholders voting electronically through remote e-voting facility are as under:
 - (i) The remote e-voting period begins on Thursday, the September 28, 2017 at 9.00 a.m. and ends on Friday, the October 27, 2017 at 5.00 p.m. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2017, may cast their vote by remote e-voting. Once the vote on a resolution is cast by e-voting, the Members shall not be allowed to change it subsequently. Thereafter, the e-voting module shall be disabled by CDSL and Members shall not be allowed to vote electronically upon disablement of such remote e-voting facility. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

- (ii) The Members should log on to the e-voting website www.evotingindia.com.
- (iii) Click on SHAREHOLDERS/MEMBERS tab.
- (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Thereafter enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for members holding equity shares either in Demat or Physical mode). <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ Attendance Slip in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
OR	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding equity shares in physical form will then directly reach the Company selection screen. Kindly note that the details can be used only for e-voting on the Resolution contained in the Notice. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the demat account holders for voting for resolutions of any other company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. If Demat account holder has forgotten the same password, then enter the User ID and the image verification code and click on “**Forgot Password**” and enter the details as prompted by the system.
- (x) Click on the EVSN for Vindhya Telelinks Limited on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

- (xvi) Note for Non – Individual Members and Custodians
- (a) Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - (c) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - (d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - (e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
9. Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit a Consolidated Scrutinizer's Report to the Chairman or the Managing Director of the Company. The result of the Postal Ballot would be announced by the Managing Director or any Director or Company Secretary of the Company on 30th October, 2017 at 5.00 p.m., at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's equity shares are listed and shall also be displayed along with the Scrutinizer's Report on the Company's website www.vtlrewa.com.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS (RESOLUTION NO. 1 AND 2) ACCOMPANYING THE POSTAL BALLOT NOTICE DATED SEPTEMBER 15, 2017 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER

The existing Memorandum of Association (“MOA”) of the Company was framed in terms of the provisions of the Companies Act, 1956 and in pursuance of the objectives of the Company. The provisions of the new Companies Act, 2013, require for stating of the Object Clause of MOA in a manner as prescribed in Table A of Schedule I in the new Act. In terms of Section 4(1)(c) of the Companies Act, 2013, the MOA of a Company shall state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof only. As such, the requirements of separately indicating the “Main Objects”, “Incidental or Ancillary Objects” and “Other Objects” under the erstwhile Companies Act, 1956 have now been repealed.

Some of the business activities covered under different existing sub clauses of Clause III(C): “Other Objects not included in (A) and (B) above” of the Memorandum of Association are being carried out by the Company with the approval of the members of the Company and from the appropriate competent authority(ies) in terms of provisions of Companies Act, 1956. However, pursuant to the provisions of the Companies Act, 2013, aforesaid business activities covered under different sub clauses are required to be covered under Clause III (A) with the new title “The Objects to be pursued by the Company on its Incorporation” along with the existing sub clauses of Clause III (A) as the existing Clause III(C) is required to be deleted along with all the sub-clauses thereof. Therefore, in addition to alteration / insertion of certain new Objects to be pursued by the Company, it is also proposed to shift the aforesaid relevant business items being presently carried out by the Company and as covered under different existing sub clauses of Clause III (C) of MOA to Clause III (A) of MOA under the new title in accordance with the provisions of the Companies Act, 2013 for smooth operation of business activities of the Company.

Government of India's ambitious “Make in India”, “Digital India”, “Power for All”, “Swachh Bharat Abhiyan”, and other Infrastructure related programmes offers tremendous growth opportunities for the Company's Engineering, Procurement and Construction (EPC) business segment in the areas of Telecommunication, Power sub transmission and distribution, Smart cities, Water supply, Sewerage Systems, etc.

Considering the lucrative business opportunities available in the aforesaid areas and Company's rich and varied experience in various verticals of EPC business segment, your Company proposes to undertake various activities, interalia, in the fields of Irrigation systems and projects, Turnkey projects and EPC Contracts for Civil, Structural, Architectural and Allied Works, Rail and Road Corridors, Manufacturing, Trading etc. of Defence, Security and surveillance equipments and other related activities, apart from carrying on its existing business operations. The proposed alteration in the MOA will, therefore, enable the Company to actively participate in various emerging business opportunities in irrigation, defence, railways and other infrastructure sectors and open up new growth areas for your Company. By undertaking the aforesaid activities, Company will further consolidate its presence in EPC business segment which may generate new revenue streams from emerging business opportunities in the foreseeable future.

Accordingly, taking into consideration the above-mentioned facts and keeping in view the smooth operation of the business activities of the Company, the Objects Clause of the MOA of the Company are proposed to be amended as under:

1. The Object Clause (Clause III) will now have two parts viz. Part A - 'The Objects to be pursued by the Company on its Incorporation' and Part B 'Matters which are necessary for furtherance of the Objects specified in Part A'.

2. To enable the Company to commence the aforesaid business under Clause III (A): 'The Objects to be pursued by the Company on its Incorporation', it is proposed to amend the Part A of the Object Clause (Clause III) of the Memorandum of Association (MOA) of the Company, by insertion of new sub-clauses 9 to 25 after the existing sub-clauses 1 to 8 under the new title 'The Objects to be pursued by the Company on its Incorporation' as stated in the Resolution in the annexed notice.
3. The existing Part B of the Object Clause (Clause III) of MOA has been retained with the new title except that the reference to various sections of the Companies Act, 1956 are proposed to be replaced with the reference to the corresponding sections of the Companies Act, 2013. In addition to it, existing sub clauses 13, 17 and 34 of Clause III (B) of MOA are proposed to be substituted with new sub clauses 13, 17 and 34 under Clause III (B) of MOA with the new title as 'Matters which are necessary for furtherance of the Objects specified in Part A'. In addition, a new sub clause 35 is proposed to be inserted under Clause III (B) of MOA for covering CSR activities as required under the Companies Act, 2013.
4. Part C of the Object Clause (Clause III) titled as 'Other objects not included in (A) and (B) above' of the Memorandum of Association comprising of existing sub clauses 1 to 63 is proposed to be deleted in line with the applicable provisions of the Companies Act, 2013.
5. Further, in order to comply with the provisions of Section(s) 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company proposes to alter the Liability Clause of MOA i.e. Clause IV. The proposed modification is therefore proposed to be carried out to align the MOA in accordance with the provisions of the Companies Act, 2013.

The MOA of the Company, proposed to be altered/amended as stated above, is being uploaded on the Company's website for perusal by the members of the Company. A copy of the existing and proposed MOA would be available for inspection by the members at the registered office of the Company on all working days (Monday to Friday) between 2.00 P.M. to 4.00 P.M. (excluding Saturdays) up to Friday, the 27th October, 2017 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).

The proposed alteration/amendment to MOA requires the approval of the Shareholders by means of Special Resolution(s) pursuant to Section 13 of the Companies Act, 2013 and relevant rules made thereunder and accordingly, the approval of the members of the Company is being sought through Postal Ballot/voting through electronic means.

The Board of Directors in its Meeting held on 15th September, 2017 has accorded its approval for alteration/amendment to MOA as aforesaid.

None of the Directors of the Company or their relatives or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Special Resolution(s) as set out in this Postal Ballot Notice.

The Board of Directors of your Company therefore commends the Special Resolution(s) as set out at Item No(s). 1 & 2 of this Postal Ballot Notice for approval of the Members of the Company.

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

15th September, 2017

By Order of the Board
for **Vindhya Telelinks Ltd.**

Satyendu Pattnaik
Company Secretary