



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

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, to transact the following Special Business by Members of Vindhya Telelinks Limited by passing an Ordinary Resolution through Postal Ballot/e-voting.

The Statement as required under Section 102 of the Companies Act, 2013 pertaining to the said Resolution setting out the material facts concerning the Special Business and the reasons thereof is annexed hereto along with a Postal Ballot Form for consideration of the Members of the Company.

SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 (whether applicable or not), regulation 23 (4) read with regulation 1 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Regulations”), Clause 49 (VII) of the existing Listing Agreement entered into by the Company with stock exchanges (including any statutory modifications or amendments or re-enactments thereof, for the time being in force) and such other provisions of the Companies Act, 2013 as well as SEBI Regulations as may be applicable, approval of the Members of the Company be and is hereby accorded to the material related party contracts / arrangements / transactions as described in the proviso to sub-clause C of Clause 49(VII) of the Listing Agreement, as entered into by the Company with Birla Furukawa Fibre Optics Private Limited (BFFOPL) during the current financial year 2015-16, being a Related Party as defined under Clause 49(VII) of the Listing Agreement and under section 2 (76) of the Companies Act, 2013 and also to further enter into the material related party contracts / arrangements / transactions (as defined in the proviso to sub-clause C of Clause 49(VII) of the Listing Agreement as also under Explanation to Regulation 23 (1) of the SEBI Regulations) by the Company with the said Related Party i.e. BFFOPL, up to a maximum amount of Rs. 250 Crores (Rupees Two Hundred Fifty Crores) per financial year.

FURTHER RESOLVED that the Board of Directors (which expression shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this resolution) of the Company be and is hereby authorised to determine the actual sums to be involved in the proposed contracts/ arrangements/transactions and the terms and conditions related thereto and all matters arising out of and incidental to the proposed contracts/ arrangements/ transactions, and generally to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient or incidental thereto, in order to give effect to this Resolution.”

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

By Order of the Board

November 6, 2015

Ashok Mishra
Company Secretary

NOTES FOR MEMBERS' ATTENTION

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business is annexed hereto.
2. The Notice is being sent to all the Members by post/courier (and electronically by e-mail to those Members who have registered their e-mail address with the Company or their Depository Participant), whose names appear in the Register of Members/List of beneficial owners as per record of Depositories as on 27th November, 2015 (record date). 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 record date. Members who have registered their e-mail IDs for receipt of documents in electronic mode, have been sent a link for Postal Ballot Notice and Postal Ballot Form alongwith their login ID and password for the purpose of e-voting on their registered e-mail IDs. Such Members who wish to vote through Ballot Form can download the ballot form from the 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 shareholders entitled to vote 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 R.S. Bajaj and if he is unable to act for any reason whatsoever, Shri Rajesh Kumar Mishra, Practising Company Secretary, as the Scrutinizer for conducting the voting process through Postal Ballot process in accordance with law in a fair and transparent manner.
5. The Shareholders voting through physical Postal Ballot Form are requested to carefully read the instructions printed on the accompanying Postal Ballot Form and on the 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 6th January, 2016 upto 5.30 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 shareholder on or before 6th January, 2016 upto 5.30 p.m. will also be accepted. The same must be sent to the Scrutinizer, Shri R.S. Bajaj, Practising Company Secretary, Link Intime India Pvt. Limited (Unit : Vindhya Telelinks Limited), C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078.
6. The Shareholders 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-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078 and obtain a duplicate thereof. The Postal Ballot Form may also be downloaded from the Company website www.vtlrewa.com.
7. In compliance with Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide an option to the Members holding Shares in Demat Form and in physical form, to vote on the Postal Ballot 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 facilities to Members of the Company. It may be noted that e-voting is optional. Please carefully read and follow the instructions on e-voting printed in this Notice. In case the Member has exercised the vote in physical mode as well as electronic mode, the valid vote by physical mode only will be considered. 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 Notice for the purpose and the manner in which e-voting has to be carried out.
8. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 7th December, 2015 and ends on 6th January, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 27th November, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (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) Next 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 both demat shareholders as well as physical shareholders) <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 indicated 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.
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 shares in physical form will then directly reach the Company selection screen. 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 is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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.
 - (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the EVSN for Vindhya Telelinks Limited on which you choose to vote.
 - (xii) 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.
 - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiv) 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.
 - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Note for Non – Individual Shareholders and Custodians
 - (a) Non-Individual shareholders (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 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.
 - (xix) 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. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Record Date.
10. Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit his report to the Chairman/Director or Company Secretary of the Company. The result of the Postal Ballot would be announced by a Director or the Company Secretary of the Company on 14th January, 2016 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 displayed along with the Scrutinizer's report on the Company's website www.vtlrewa.com.
11. The resolution duly passed by this Postal Ballot Notice shall be deemed to have been passed at a meeting of the Shareholders as per the provisions of the Section 110 of the Companies Act, 2013 read with governing Rules.

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Postal Ballot Notice:

Birla Furukawa Fibre Optics Private Limited ('BFFOPL'), a joint venture between Universal Cables Limited, India and Furukawa Electric Co., Ltd., Japan was established, inter alia, for manufacturing and sale of optical fibre with its state-of-the-art production facility located at Verna Industrial Area, Goa. BFFOPL is a leading and renowned supplier of optical fibre in domestic and global market places. BFFOPL is a related party of the Company within the meaning of clause 49(VII) of the Listing Agreement and also under regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

As a measure of long term and secured/uninterrupted supply arrangement, the Company has tied up with BFFOPL, for purchase of various types and grade of Optical Fibre, a principle raw material for manufacturing Optical Fibre Cable besides other transactions between the Company and said BFFOPL as mutually agreed between the Company and BFFOPL. These transactions are necessary, normal and incidental to business and also play a significant role in Company's business operations and are entered into generally in the ordinary course of business and on arm's length basis. Further, the strong relationship with BFFOPL and its Joint Ventures enables the Company to even source products, goods and materials from their global supply chain, that are not manufactured by BFFOPL in India and also gives flexibility to the Company for processing/manufacturing of optical fibre by supplying input(s) thereof to BFFOPL as per customized specification of the Company, at competitive and on arms' length pricing.

In terms of the Current trend, the material related party transactions, individually or taken together with previous transactions during a financial year, are likely to exceed, during the financial year 2015-16 and thereafter, 10% of the annual consolidated turnover of the Company as per the last audited financial statements for the year 2014-15 being the materiality threshold as prescribed under Clause 49 (VII) of the Listing Agreement entered into by the Company with the stock exchanges as also under Explanation to the regulation 23(1) read with regulation 1(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified by the SEBI. Accordingly, these transactions require the approval of the members by way of an Ordinary Resolution. All the contracts/arrangements/transactions entered into/to be entered into by the Company are in accordance with the Related Party Transaction Policy of the Company.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

- (a) Name of the Related Party - Birla Furukawa Fibre Optics Private Limited.
- (b) Name of the Director or Key Managerial Personnel who is related, if any – Shri Harsh V. Lodha, Shri D. R. Bansal and Shri Y.S. Lodha.
- (c) Nature of Relationship – a Private Limited Company having common Directors.
- (d) Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement or transaction – The proposed contracts / arrangements / transactions involve purchase of various types and grade of Optical Fibre, a principle raw material for manufacturing Optical Fibre Cable, processing/manufacturing of Optical Fibre by supplying input or inputs thereof by the Company to BFFOPL as per customized specification of the Company, besides other transaction between the Company and said BFFOPL in the nature of sale, purchase or supply of any goods or materials (including fixed assets), expense receivable/payable and availing and rendering of services, lease rental and such other business support as mutually agreed between the Company and BFFOPL.
- (e) Any other information relevant or important for the members to take a decision on the proposed resolution - All contracts / arrangements / transactions are generally carried out on arms-length basis in the ordinary course of business. All important information forms part of the Statement setting out Material Facts pursuant to Section 102 (1) of the Companies Act, 2013 which have been mentioned in the foregoing paragraphs.

Section 188 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2015 requires members' approval by an ordinary resolution. Although clause 49 of the Listing Agreement requires a special resolution, the SEBI Regulations referred to above require an ordinary resolution as per regulation 23(4) read with regulation 1(2) of the said Regulations as further clarified vide press release no.PR NO.226/2015 issued by the SEBI on 3rd September, 2015, subject to all entities falling under the definition of related parties as per regulation 2(1)(zb) of the said Regulations abstain from voting irrespective of whether the entity is a party to the particular transaction or not.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and its shareholders and hence, recommends the Resolution for your approval as an Ordinary Resolution.

Except Shri Harsh V. Lodha, Shri D. R. Bansal and Shri Y.S. Lodha being Director in BFFOPL, none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives are concerned or interested in this Resolution.

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By Order of the Board

November 6, 2015

Ashok Mishra
Company Secretary