

VTL/CS/2017-18

15th September 2017

<p>BSE Limited, Corporate Relationship Department, Phiroz Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400 001 Email: corp.relations@bseindia.com</p> <p>Scrip Code: 517015</p>	<p>National Stock Exchange of India Ltd., Listing Department, Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 Email: cmlist@nse.co.in</p> <p>Scrip Code : VINDHYATEL EQ</p>
---	--

Dear Sir(s),

Sub: Outcome of the Board Meeting and Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015

This is with reference to the captioned matter, we would like to inform that the Board of Directors of the Company in their Meeting held today i.e. 15th September, 2017, inter-alia approved;

- (a) Postal Ballot Notice for seeking approval of members of the Company by way of Special Resolution(s) for alteration in the Object(s) Clause and Liability Clause of the Memorandum of Association of the Company, a brief detail of such alternation is enclosed herewith as **Annexure-I**.
- (b)
 - (i) Borrowings by way of issuance of Unsecured /Unlisted, Rated, Redeemable Non-Convertible Debentures Series-II aggregating to Rs. 50.00 Crores on private placement basis for pre-payment / re-payment of Inter-corporate Loans and other corporate purposes;
 - (ii) Appointment of Debenture Trustee in relation to issuance of Unsecured /Unlisted, Rated, Redeemable Non-Convertible Debentures Series-II; and
 - (iii) Constitution of a Committee of Board of Directors in the name and style of 'Debenture Issue & Allotment Committee' to do all such acts, deeds, matters and things, as it may in its absolute discretion, deemed necessary or desirable inter-alia for issue and allotment of Unsecured/Unlisted, Rated, Redeemable Non-Convertible Debentures Series-II on a private placement basis.
- (c) Borrowings by way of issuance of Commercial Paper(s) of aggregate face value upto Rs. 155 Crores to the permitted investors based on the competitive offers.

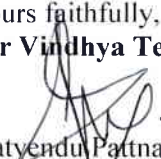
Detailed Notice of Postal Ballot as mentioned above along with Explanatory Statement shall be sent soon to members and will be intimated simultaneously to Stock Exchanges as well.

The aforesaid Meeting of the Board of Directors of the Company commenced at 3.00 P.M. and concluded at 4.00 P.M.

This is for your information and records.

Thanking you,
Yours faithfully,

For Vindhya Telelinks Limited


(Satyendu Pattnaik)
Company Secretary

Brief detail of Alteration in the Memorandum of Association of the Company:

1. In order to make Object Clause compliant with the provisions of the Companies Act, 2013 and relevant applicable Rules made thereunder, the headings of Clause III(A) and Clause III(B) of Memorandum of Association (MOA) of the Company are recommended for changes and Clause III(C) 'Other objects not included in (A) and (B) above' of the MOA for deletion. The new Headings/Title will be:

Clause III (A). The Objects to be pursued by the Company on its Incorporation:

Clause III (B). Matters which are necessary for furtherance of the Objects specified in Clause III (A):

2. Considering the lucrative business and growth opportunities available in 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., Company's rich and varied experience in various verticals of EPC business segment, it is recommended 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.

To enable the Company to commence the aforesaid business apart from carrying on its existing business operations, it is recommended to further append sub-clauses after the existing sub-clause 8 of Clause III (A) of MOA under the new title 'The Objects to be pursued by the Company on its Incorporation' and accordingly amend the Part A of the Object Clause (Clause III).

3. Taking into consideration the new provisions of the Companies Act, 2013, existing sub clauses 13, 17 and 34 of Clause III (B) of MOA are recommended for substitution with new sub clauses 13, 17 and 34 under Clause III (B) of MOA under the new title as 'Matters which are necessary for furtherance of the Objects specified in Part A'. Further, to undertake the Corporate Social Responsibility (CSR) activities by the Company, it is recommended to append sub-clause 35 after sub-clause 34 of clause III(B) of MOA.
4. 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, it is recommended to alter the Liability Clause of MOA i.e. Clause IV 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.

The aforesaid modification/alteration in MOA are therefore recommended to align the MOA in accordance with the provisions of the Companies Act, 2013 and relevant Rules made there-under.

