



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 a Special 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:

Authority to the Board of Directors to give Loan(s)/Guarantee(s) or provide securities in connection with loan(s) to any other body corporate or person and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate and in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors, subject to such other approvals, consent, sanctions as may be necessary including from banks and financial institutions, if any, for;

- (i) giving any loan / revolving loans / advances / deposit to any person or other body corporate;
- (ii) giving any guarantee and/or providing any security (including by way of pledge of shares or other securities held by the Company in any other body corporate, etc.) in connection with a loan to any other body corporate or person; and
- (iii) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate(s).

upto an amount, the aggregate outstanding of which shall not exceed at any given time Rs.1000 Crores (Rupees One Thousand Crores only), save and except or specifically excluding the aggregate amount of loans or guarantees/securities given/provided or to be given/provided by the Company to its wholly owned subsidiary companies and /or joint venture companies and investments already made or to be made from time to time by way of subscription, purchase or otherwise of the securities of its wholly owned subsidiary companies.

FURTHER RESOLVED that the aforesaid loans/advances/deposits /guarantees/securities etc. be made/given by the Company out of the share capital and securities premium, internal accruals, borrowings (including by way of debentures issued and/or to be raised/issued by the Company) or any combination thereof or out of other means/manner as considered appropriate by the Board of Directors of the Company or any duly constituted Committee thereof.

FURTHER RESOLVED that for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorised to negotiate and decide, settle any question, difficulty or doubt arising out of and incidental thereto, from time to time and to sign and execute all deeds, applications, documents and writings that may be required on behalf of the Company and give such directions as it may, in its absolute discretion, deem expedient, desirable and necessary including delegating all or any of the powers herein, to any Committee of Directors or to any Director(s) or any Officer(s) of the Company, that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Registered Office:

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

November 10, 2014

By Order of the Board

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 28th November, 2014 (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 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 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 **7th January, 2015 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 **7th January, 2015 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 9th December, 2014 and ends on 7th January, 2015. 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 28th November, 2014, 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) (a) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. (b) In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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
- 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - 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.
 - 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, 2015 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, published in the newspapers 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:

The provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, inter alia, provide that no Company shall directly or indirectly (a) give any loan to any person or other body corporate ; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of the paid up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified under section 186 of the Act as aforesaid, prior approval by means of Special Resolution passed at the General Meeting is necessary.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, the approval of Members of the Company is therefore sought by way of Special Resolution pursuant to the provisions of Section 186 of the Act to give powers and authority to the Board of Directors of the Company for giving any loan or guarantee or providing security in connection with a loan, to any person or other body corporate or to make investment by way of subscription, purchase or otherwise in the securities of any other body corporate, upto an amount the aggregate outstanding of which shall not exceed at any given time Rs.1000 Crores (Rupees One Thousand Crores only), save and except the aggregate amount of loans or guarantees/securities given/provided or to be given/provided from time to time by the Company to its wholly owned subsidiary companies and/or joint venture companies and investment already made or to be made from time to time by way of subscription, purchase or otherwise of the securities of its wholly owned subsidiary companies which shall be over and above the said limit of Rs.1000 Crores proposed herein.

The Loan(s), advances, guarantee(s), securities and investment(s) as the case may be, will be made/given in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

The aforesaid loans/advances/guarantees/security(ies) etc. may be made/given by the Company out of the share capital and securities premium, internal accruals, or borrowings or in such other manner and in such proportion as the Board thinks appropriate, in one or more tranches, provided that in case of loans or inter corporate deposits, the interest rate shall not be lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of loan or as may be prescribed by relevant authorities or under the Act or Rules made thereunder from time to time.

The proposed Special Resolution as set out in Notice is enabling in nature for any further loan/investment/guarantee/ security, to be made or given to bodies corporate/to any Banks, Financial Institutions or any other person as per the provisions of the Act authorising and empowering the Board of Directors of the Company to take the appropriate decisions in this regard at the appropriate time(s) in the best interest of the business of the Company.

Accordingly, the Board of Directors proposes the Resolution for your consideration and recommends the passing of the Special Resolution.

None of the Directors/Key Managerial Personnel of the Company are in any way concerned or interested financially or otherwise in the proposed Special Resolution.

Registered Office:

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November 10, 2014

By Order of the Board**Ashok Mishra
Company Secretary**