



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 including remote 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 approve the offer or invitation to subscribe to Bonds/Redeemable Non-Convertible Debentures (NCDs)/other Debt Securities, on private placement basis 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(s) 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI regulations and guidelines, provisions of Articles of Association of the Company, provisions and notifications issued by the Reserve Bank of India from time to time and subject to such other applicable laws, rules, regulations and guidelines, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Committee, which the Board of Directors may constitute or has been constituted or delegated the powers to any existing Committee or authorised persons of the Company to exercise the powers including powers conferred by this Resolution), for making one or more offer(s) or invitation(s) to subscribe, issue and allot secured or unsecured, rated or unrated, Bonds/Redeemable Non-Convertible Debentures(NCDs)/other Debt Securities, on private placement basis, in one or more tranches, including but not limited to subordinated bonds, foreign currency bonds rupee denominated bonds in foreign exchange (masala bonds) or any other debt security, to any eligible investor through issue of requisite offer documents, for an aggregate amount not exceeding Rupees One Hundred and Fifty Crores within the overall borrowing limits of the Company as approved by the Members, from time to time on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company, including without limitation, as to when the said Bonds/NCDs/other Debt Securities are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto, during a period of one year from the date of passing of this Special Resolution.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as may be deemed necessary or ancillary or incidental thereto and to execute all such documents as may be proper or necessary to give effect to this Resolution.”

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Rewa - 486 006 (M.P.)

By Order of the Board

Ashok Mishra
Company Secretary

January 3, 2017

NOTES FOR MEMBERS' ATTENTION

1. The Board of Directors of the Company at its Meeting held on 3rd January, 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 an item 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 23rd December, 2016 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 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 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 resolution 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 and if he is unable to act for any reason whatsoever, Shri R.S. Bajaj, Practising Company Secretary, 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 5th February, 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 5th February, 2017 upto 5.00 p.m. will also be accepted. The same must be sent to the Scrutinizer, Shri Rajesh Kumar Mishra, 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 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-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'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 the Member has exercised the vote in physical mode as well as electronic mode, the valid vote by physical mode will only 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 Postal Ballot Notice for the purpose and manner in which the e-voting is to be carried out.
8. The instructions for Members voting electronically are as under:
 - (i) The voting period begins on Friday, the 6th January, 2017 at 9.00 a.m. and ends on Sunday, the 5th February, 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 23rd December, 2016, may cast their vote electronically. Thereafter, the e-voting module shall be disabled by CDSL for voting and Members shall not be allowed to vote electronically thereafter. Any person who is not a Member as on the cut-off date should treat this Postal Ballot 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 Postal Ballot 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
- 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.
 - 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 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.
 - 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 9th February, 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 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:

As per the provisions of Section 42 read with Section 71 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital & Debentures) Rules, 2014, a Company offering or making an invitation to subscribe to Bonds/Redeemable Non-Convertible Debentures (NCDs)/other Debt Securities on private placement basis, is required to obtain prior approval of the shareholders by way of a Special Resolution, which shall be valid for a period of one year for all the offers and invitations for such Bonds/NCDs/other Debt Securities issued during the year.

In order to augment the long term working capital requirements, repayment/pre-payment, in full or part, of certain unsecured inter-corporate loans availed by the Company and other general corporate purposes, it is considered desirable to raise long term/short term funds by way of issuance of secured or unsecured Bonds/Redeemable Non-Convertible Debentures (NCDs)/other Debt Securities on private placement basis, in one or more tranches on such terms and conditions as the Board of Directors of the Company from time to time may determine and consider proper and beneficial in the interest of the Company. The Bond/NCDs/Debt securities proposed to be issued as such by the Company shall not carry any voting rights. Accordingly, in order to provide requisite flexibility regarding borrowings of the Company in an optional manner depending on the market conditions, it is proposed to borrow and raise money by issue of unsecured/secured, rated or unrated, Bonds/NCDs/other Debt Securities on private placement basis, as may be considered appropriate from time to time.

The approval of the Members is being sought by way of a Special Resolution under Section(s) 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, to enable the Company to make one or more offers or invitations to subscribe to the secured or unsecured, rated or unrated, Bonds/NCDs/other Debt Securities on private placement basis, in one or more tranches, during the period of one year from the date of passing of this Special Resolution, for an aggregate amount not exceeding Rupees One Hundred and Fifty Crores within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board of Directors including the Committee of Directors or any other Committee of the Board or the persons authorised in this behalf by the Board of Directors, to determine the terms and conditions, including the issue price of the Bonds/NCDs/other Debt Securities, mode of payment, coupon rate, redemption period, utilization of issue proceeds, etc. and to do all such other acts, deeds, matters and things in connection therewith or incidental thereto.

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

The Board of Directors recommends the Special Resolution as set out in this Postal Ballot Notice, for the approval by the Members of the Company.

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By Order of the Board

Ashok Mishra
Company Secretary

January 3, 2017