



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@vtirewa.com • Website: www.vtirewa.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 Special Resolutions through Postal Ballot / e-voting.

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

SPECIAL BUSINESS:

1. To approve borrowing limits of the Company 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 in supersession of ordinary resolution passed at the Annual General Meeting of the Company held on September 7, 2011 under Section 293(1)(d) of the Companies Act, 1956, save as respect things done or omitted to be done before such supersession, and pursuant to the provisions of Section 180(1)(c), 180(2) and other applicable provisions and rules, if any, of the Companies Act, 2013, as amended from time to time, read together with Articles of Association of the Company and subject to any other approval, if required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") to borrow any sum or sums of money from time to time and in any manner, whether as rupee loans, foreign currency loans, debentures, bonds and/or other instruments or non-fund based facilities or in any other form and upon such terms and conditions with or without security as the Board may in its absolute discretion think fit, notwithstanding that the money to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained or to be obtained from time to time from the Company's Bankers / Lenders in the ordinary course of business) may exceed, at any time, the aggregate of paid-up share capital of the Company and its free reserves, provided however that the total amount so borrowed by the Board and remaining outstanding on account of principal amount shall not, at any time, exceed Rs. 1600 Crores (Rupees Sixteen Hundred Crores only).

RESOLVED FURTHER that the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such moneys are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds, and things to sign and execute all such documents, deeds, application, instruments and writings on behalf of the Company as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/or any member of such Committee or Managing Director or any Director or any other Officer of the Company or any other person."

2. To authorise Board of Directors for creation of security in respect of borrowings and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED that in supersession of the ordinary resolution passed at the Annual General Meeting of the Company held on September 7, 2011 under Section 293(1)(a) of the Companies Act, 1956, save as respect things done or omitted to be done before such supersession, and pursuant to Section 180(1)(a) and other applicable provisions and rules, if any, of the Companies Act, 2013, as amended from time to time, read together with Articles of Association of the Company and subject to any other approval, if required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") to create and/or modify mortgage(s) / hypothecation(s) / pledge(s) / charge(s) / security in addition to the existing mortgages, hypothecations, pledge, charges or security created by the Company, on all or anyone or more of the movable / immovable properties or such other assets of the Company whether tangible, intangible or otherwise, wheresoever situated, both present and future on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of Banks, Financial Institutions, Insurance Companies, Investment Institutions and other Lending/Investing Agencies, Mutual Funds, Trusts, other Bodies Corporate, Bodies/Trustees for holders of debentures / bonds and/or other instruments (hereinafter collectively referred to as "Lenders") to secure all credit facilities, term loans including rupee loans, foreign currency loans, debentures, bonds and/or other instruments or non-fund based facilities availed / to be availed by the Company and/or for any other purpose from time to time from any one or more of the aforesaid



Lenders together with power to take over the management and control of the Company in certain events, provided that the total amount of Loans or credit facilities together with interest thereon at the respective agreed rate(s), compound interest, additional interest, liquidated damage(s), commitment charge(s), premia on prepayment on redemption, cost, charge(s), expenses and all other moneys payable by the Company to such Lenders under the respective loan/other agreement(s) entered/to be entered into between the Company and the Lenders in respect of the said borrowing(s), in respect of which such mortgage(s) / hypothecation(s) / pledge(s) / charge(s) or security are created / to be created, shall not, at any time exceed the limit of Rs. 1600 Crores (Rupees Sixteen Hundred Crores only).

RESOLVED FURTHER that the Board be and is hereby authorised and shall always be deemed to have been so authorised to do all such acts, deeds, and things to sign and execute all such documents, deeds, application, instruments and writings on behalf of the Company as may be required and on such terms and conditions as it may consider necessary and expedient in its absolute discretion and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/or any member of such Committee or Managing Director or any Director or any other officer of the Company or any other person."

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

By Order of the Board

R. Radhakrishnan
President (Commercial) & Secretary

June 21, 2014

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 20th June, 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 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 Ashish C. Bhatt, Practicing 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 **31st July, 2014 upto 5.30 p.m.**, the last date for receipt of the completed Postal Ballot Forms. 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 or on or before **31st July, 2014 upto 5.30 p.m.** will also be accepted. The same must be sent to the Scrutinizer, Shri Ashish C. Bhatt, Practicing Company Secretary, Link Intime India Pvt. Ltd. (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 and Transfer Agents, Link Intime India Pvt. Ltd. (Unit: Vindhya Telelinks Limited), C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400078 and obtain a duplicate thereof. The duplicate 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 members for voting electronically are as under:

In case of members receiving Postal Ballot Notice through e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Vindhya Telelinks Limited" from the drop down menu and click on "SUBMIT".
- (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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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 last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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 number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 of "Vindhya Telelinks Limited" 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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving Postal Ballot Notice (physical copy) through Post/Courier then please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.



9. The voting period begins on 2nd July, 2014 and ends on 31st July, 2014. 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 20th June, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
10. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
11. 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.
12. 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 5th August, 2014 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 alongwith the Scrutinizer's report on the Company's website www.vtlrewa.com.
13. 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:

Item No.1

Under the erstwhile Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a company could, with the consent of the shareholders obtained by an Ordinary Resolution, borrow moneys, apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

Under the provisions of Section 180(1)(c) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293(1)(d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013, i.e. upto 11th September, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company. The borrowing limit of Rs. 1600 Crores under the earlier resolution passed by the shareholders at the Annual General Meeting of the Company held on September 7, 2011 remains unchanged.

None of the Directors/Key Managerial Personnel of the Company /their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board commends the Special Resolution set out at Item No.1 of the Postal Ballot Notice for approval of the Members of the Company.

Item No.2

Under the erstwhile Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, create charge/mortgage/hypothecation on the Company's assets, both present and future, in favour of the lenders/trustees for the holders of debentures/bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

Under the provisions of Section 180(1)(a) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293(1)(a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013, i.e. upto 11th September, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create mortgage/hypothecation/pledge/charge or security in any form on the Company's assets, both present and future, in favour of the Lenders/trustees for the holders of debentures/bonds, to secure the repayment of moneys borrowed by the Company (including fund based and non-fund based working capital credit facilities / temporary loans obtained from the Company's Bankers in the ordinary course of business). As the documents to be executed between the Company and the Lenders/trustees for the holders of debentures/bonds may contain the power to take over the management of the Company in certain events, it is necessary to obtain Members' approval under Section 180(1)(a) of the Companies Act, 2013, by way of a Special Resolution.

The existing limit of Rs. 1600 Crores under the earlier resolution passed by the shareholders at the Annual General Meeting of the Company held on September 7, 2011 remains unchanged.

None of the Directors/Key Managerial Personnel of the Company /their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.2 of the Notice.

The Board commends the Special Resolution set out at Item No.2 of the Postal Ballot Notice for approval of the Members of the Company.

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

By Order of the Board

R.Radhakrishnan
President (Commercial) & Secretary

VINDHYA TELELINKS LIMITED

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POSTAL BALLOT FORM

Sr. No.:

- (1) Name(s) & Registered address of the Sole/First named shareholder :
- (2) Name(s) of the Joint Shareholders, if any :
- (3) Registered Folio No./DP Id* & Client Id* No. (*applicable to shareholder(s) holding shares in electronic form) :
- (4) No. of Shares held :
- (5) I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated June 21, 2014 by sending my/our assent/dissent to the said Resolution by placing a tick (✓) mark in the appropriate column below:

Sl. No.	Description	No. of Votes exercised corresponding to the total number of voting rights	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	Special Resolution under Section(s) 180(1)(c), 180(2) of the Companies Act, 2013 for approving the borrowing limits of the Company.			
2.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security in respect of borrowings.			

Place :
Date :

Signature of the Shareholder

NOTES:

- Each equity share of the Company carries one vote.
- Please read carefully the instructions printed overleaf before exercising the vote.
- Last date for Receipt of Postal Ballot Form by the Scrutinizer: **31st July, 2014 upto 5.30 p.m.**

INSTRUCTIONS

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by Vindhya Telelinks Limited (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The postage pre-paid self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
4. In the case of the equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of the notice i.e. **31st July, 2014 upto 5.30 p.m.** Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Voting rights shall be reckoned on the paid up equity shares held and registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on 20th June, 2014.
10. The result of the Postal Ballot will be declared on 5th August, 2014 at the Registered Office of the Company.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction no.7 above.
14. The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of through Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
15. A Member need not use all his votes nor cast all his votes in the same way.
