



# Vindhya Telelinks Ltd.

Reg. Office : Udyog Vihar, P.O. Chorhata  
Rewa - 486 006 (M.P.) INDIA  
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Website : www.vtirewa.com  
**PAN No. AAACV7757J**  
CIN No. L31300MP1983PLC002134

VTL/CS/16-17/

18 JULY 2016

BSE Limited  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
P.J.Towers, Dalal Street, Fort,  
**MUMBAI-400 001**

The Manager,  
Listing Department,  
The National Stock Exchange of India Ltd,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
**MUMBAI-400 051**

**Company's Scrip Code: 517015**

**Company's Scrip Code: VINDHYATEL EQ**

Dear Sir,

**Sub: Disclosure under Regulation 10(6) in respect of proposed acquisition of 82,50,000 fully paid-up Equity Shares of Rs.10/- each of Birla Ericsson Optical Limited (Target Company/BEOL) under Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

With reference to the captioned subject matter, please find enclosed herewith the disclosure under Regulation 10(6) of Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of acquisition of 82,50,000 fully paid-up Equity Shares of Rs.10/- each of Birla Ericsson Optical Limited (Target Company/BEOL) held by Ericsson Network Technologies AB (Formerly known as Ericsson Cables AB), Sweden by Vindhya Telelinks Limited and other Promoter and Promoter Group persons/entities of BEOL in accordance with the provisions of Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

You are requested to please take the same on your records and oblige.

Thanking you,

Yours faithfully,  
For Vindhya Telelinks Limited

  
(Ashok Mishra)  
Company Secretary

Encl: As above



Works : i) Plot No.1, Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.)  
ii) Plot No. 1-C & 1-D, Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.)



**Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	Birla Ericsson Optical Limited	
2.	Name of the acquirer(s)	i) Vindhya Telelinks Limited ii) Birla Corporation Limited iii) The Punjab Produce & Trading Company Private Limited iv) Hindustan Medical Institution v) Estate of Late Smt. Priyamvada Devi Birla Represented by Justice R.V. Raveendran, Mr.Amal Chandra Chakrabortti and Mr.Mahendra Kumar Sharma in their capacity as Administrators Pendente Lite	
3.	Name of the stock exchange where shares of the TC are listed	BSE Ltd. & The National Stock Exchange of India Ltd.	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares	Inter se transfer amongst Promoter/Promoter Group pursuant to Share Purchase Agreement executed on 12 <sup>th</sup> July, 2016	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10 (1)(a)(ii) which states that : 10(1). The following acquisitions shall be exempt from the obligation to make an open offer under regulation 3 and regulation 4 subject to fulfillment of the conditions stipulated therefor,— (a) acquisition pursuant to inter se transfer of shares amongst qualifying persons, being,— (i) ..... (ii) persons named as promoters in the shareholding pattern filed by the target company in terms of the listing agreement or these regulations for not less than three years prior to the proposed acquisition.	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange	Yes.  The disclosure for the proposed acquisition was made under Regulation 10 (5) within the timeline specified under the said regulations.  Date of filing/ Submission of the Disclosure under Regulation 10(5) to the Stock Exchanges: 4 <sup>th</sup> July 2016	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller	Ericsson Network Technologies AB (formerly known as Ericsson Cables AB), Sweden.	Yes
	b. Date of acquisition	12 <sup>th</sup> July 2016, being the date of Share Purchase Agreement executed, inter alia, for the said purpose )	
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a)	82,50,000 fully paid up equity shares of Rs. 10/- each.	





	above				
d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	27.50%			
e.	Price at which shares are proposed to be acquired / actually acquired	Rs. 28/- per equity share			
11.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of Shares/voting Rights	% w.r.t total share capital of TC	No. of Shares/voting Rights	% w.r.t total share capital of TC
	<b>Acquirer(s) and PACs (other than sellers) :-</b>				
	1) Birla Corporation Ltd.	938515	3.13%	5388515	17.96%
	2) Vindhya Telelinks Ltd.	4000100	13.33%	5800100	19.33%
	3) The Punjab Produce & Trading Company Private Limited	1043169	3.48%	2278169	7.59%
	4) Estate of Late Smt. Priyamvada Devi Birla Represented by Justice R.V. Raveendran, Mr.Amal Chandra Chakrabortti and Mr.Mahendra Kumar Sharma in their capacity as Administrators Pendente Lite (see note (a) below)	72241	0.24%	124241	0.41%
	5) Hindustan Medical Institution (see note (a) below)	1000260	3.33%	1713260	5.71%
	6) Universal Cables Limited	3900100	13.00%	3900100	13.00%
	7) East India Investment Company Private Limited	500100	1.67%	500100	1.67%
	8) Baroda Agents & Trading Co. Pvt. Ltd.	135920	0.45%	135920	0.45%
	9) Punjab Produce Holdings Limited	64438	0.21%	64438	0.21%
	10) Varunendra Trading and Agents Pvt. Ltd.	300	0.00%	300	0.00%
	11) Birla Financial Corporation Ltd.	100	0.00%	100	0.00%
	12) Express Diary Company Limited	100	0.00%	100	0.00%
	13) Gwalior Webbing Company Private Limited	100	0.00%	100	0.00%
	14) Hindustan Gum & Chemical Limited	100	0.00%	100	0.00%
	15) Mazbat Investments Private Limited	100	0.00%	100	0.00%
	16) Mazbat Properties Private Limited	100	0.00%	100	0.00%
	<b>Total</b>	<b>1,16,55,743</b>	<b>38.85%</b>	<b>1,99,05,743</b>	<b>66.35%</b>
	<b>Each Seller / Transferor :-</b> Ericsson Network Technologies AB, Sweden (formerly known as Ericsson Cables AB, Sweden)	82,50,000	27.50%	0	0.00%



**Note(s):**

- (a) The purchase consideration is yet to be remitted by the respective Acquirers mentioned at Sr. No. 11(4) and 11(5) above to the transferor i.e. Ericsson Network Technologies AB, Sweden.
- (b) The above disclosure report has been signed and furnished by Vindhya Telelinks Limited, for itself and on behalf of other Acquirers based on authority conferred on it individually by the other Acquirers as stated herein above.

Date: 18<sup>th</sup> July 2016  
Place: New Delhi, India



For Vindhya Telelinks Limited

  
(Ashok Mishra)

Company Secretary/Authorised Signatory