



# Vindhya Telelinks Ltd.

OFC Unit, Plot No. 1-C & 1-D, Udyog Vihar,  
P.O. Chorhata, Rewa - 486 006 (M.P.) India.  
Tel : (07662) 400400 Fax : (07662) 400591  
E-Mail : headoffice@vtirewa.com  
Website : www.vtirewa.com  
PAN No. AAACV7757J  
CIN No. L98800MP1983PLC002134

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JULY 2016

VTL/CS/16-17/

The Securities and Exchange Board of India  
Plot No. C4-A, G Block, Near Bank of India  
Bandra Kurla Complex,  
Bandra East,  
**Mumbai - 400 051**

✓ BSE Limited  
Corporate Relationship Department,  
1st 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: Submission of Report under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Please find enclosed herewith the Report in prescribed format in pursuance to Regulation 10(7) 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) by Vindhya Telelinks Limited and other Promoter and Promoter Group persons/entities of BEOL from Ericsson Network Technologies AB, Sweden (Formerly known as Ericsson Cables AB, Sweden). The said acquisition of equity shares of the Target Company is in accordance with exemption provided for in Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We also enclose herewith a Demand Draft No.005291 dated 01.08.2016 for Rs.1,50,000/- (Rupees One Lac Fifty Thousand only) drawn on State Bank of India, SME Branch, Rewa towards fees required under Regulation 10(7).

Kindly arrange to take the same on your record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For Vindhya Telelinks Limited

MF LIST

*Ashok Mishra*  
- (Ashok Mishra)

Company Secretary

Encl: As above

cc: Birla Ericsson Optical Limited BUY  
Udyog Vihar, P.O. Chorhata, Rewa RACI  
THE



**Format under Regulation 10(7) - Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1 General Details		
a.	Name, address, telephone no., e mail of acquirer(s) (In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.)	(i) Vindhya Telelinks Limited (the correspondent acquirer) Address: Udyog Vihar, P.O. Chorhata Rewa-486 006, (Madhya Pradesh), India Telephone: 07662 4000400 e-mail: headoffice@vtlrewa.com (ii) Birla Corporation Limited (iii) The Punjab Produce & Trading Company Private Limited (iv) Hindustan Medical Institution (v) R V Raveendran/Mahendra Kumar Sharma/Amal Chandra Chakrabortti (Representatives of the Estate of Deceased Smt. Priyamvada Devi Birla in the capacity of Administrators Pendente Lite)
b.	Whether sender is the acquirer (Y/N)	Yes
c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	The sender is one of the acquirers and the remaining acquirers as mentioned in 1(a)(ii) to (v) above have duly authorized Vindhya Telelinks Limited (the correspondent acquirer) to file this Report under Regulation 10(7). A Copy each of authorization letter(s) as furnished by acquirer(s) as mentioned above at SL No. 1(a) (ii) to 1(a) (v) are enclosed as <b>Annexure-'A'</b> .
d.	Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	Not Applicable
2. Compliance of Regulation 10(7)		
a.	Date of Report	2 <sup>nd</sup> August, 2016
b.	Whether report has been submitted to SEBI within 21 working days from the date of the acquisition	Yes
c.	Whether the report is accompanied with fees as required under Regulation 10(7)	Yes
3. Compliance of Regulation 10(5)		
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed at least 4 working days before the date of the proposed acquisition.	Yes
b.	Date of Report	4 <sup>th</sup> July 2016



<b>4. Compliance of Regulation 10(6)</b>					
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition.	Yes			
b.	Date of Report	18 <sup>th</sup> July 2016			
<b>5. Details of the Target Company</b>					
a.	Name & address of TC	Birla Ericsson Optical Limited Registered Office: Udyog Vihar, P.O. Chorhata Rewa-486 006, (Madhya Pradesh), India			
b.	Name of the Stock Exchange(s) where the shares of the TC are listed	BSE Ltd. & The National Stock Exchange of India Ltd			
<b>6. Details of the acquisition</b>					
a.	Date of acquisition	12 <sup>th</sup> July 2016, being the date of Share Purchase Agreement executed, interalia, for the said purpose.			
b.	Acquisition price per share (in Rs.)	Rs. 28/- per Equity Share			
c.	Regulation which would have triggered an open offer, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5)	Regulation 3(2) and 4			
d.	Shareholding of acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)	Before the acquisition		After the acquisition	
		No. of Shares	% w.r.t total share capital of TC	No. of Shares	% w.r.t total share capital of TC
	Name(s) of the acquirer(s)				
	(i) Vindhya Telelinks Ltd.	40,00,100	13.33%	58,00,100	19.33%
	(ii) Birla Corporation Ltd.	9,38,515	3.13%	53,88,515	17.96%
	(iii) The Punjab Produce & Trading Company Private Limited	10,43,169	3.48%	22,78,169	7.59%
	(iv) Hindustan Medical Institution	10,00,260	3.33%	17,13,260	5.71%
	(v) R V Raveendran/ Mahendra Kumar Sharma/ Amal Chandra Chakrabortti (Representatives of the Estate of Deceased Priyamvada Devi Birla in the capacity of Administrators Pendente Lite)	72,241	0.24%	1,24,241	0.41%
	Total (i) to (v)	70,54,285	23.51%	1,53,04,285	51.01%



c.	Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)	Before the acquisition		After the acquisition	
		No. of Shares	% w.r.t total share capital of TC	No. of Shares	% w.r.t total share capital of TC
Name(s) of the seller(s)					
1. Ericsson Network Technologies AB, Sweden (formerly known as Ericsson Cables AB, Sweden)		82,50,000	27.50%	0	0.00%
<b>7. Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(ii)</b>					
a.	Provide the names of the seller(s)	Ericsson Network Technologies AB (formerly known as Ericsson Cables AB), Sweden			
b.	Specify the relationship between the acquirer(s) and the seller(s).	Inter se transfer amongst Promoter and Promoter Group Persons/ entities in accordance with Regulation 10 (1)(a)(ii) of SEBI (SAST) Regulations, 2011			
c.	Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition	Year-1	Year-2	Year-3	
Acquirer(s)					
(i) Vindhya Telelinks Ltd.		4000100 (13.33%)	4000100 (13.33%)	4000100 (13.33%)	
(ii) Birla Corporation Ltd.		938515 (3.13%)	938515 (3.13%)	938515 (3.13%)	
(iii) The Punjab Produce & Trading Company Private Limited		1043169 (3.48%)	1043169 (3.48%)	1043169 (3.48%)	
(iv) Hindustan Medical Institution		1000260 (3.33%)	1000260 (3.33%)	1000260 (3.33%)	
(v) R V Raveendran/ Mahendra Kumar Sharma/ Amal Chandra Chakrabortti (Representatives of the Estate of Deceased Priyamvada Devi Birla in the capacity of Administrators Pendente Lite)		72241 (0.24%)	72241 (0.24%)	72241 (0.24%)	
Sellers(s)					
1. Ericsson Network Technologies AB, Sweden (formerly known as Ericsson Cables AB, Sweden)		8250000 (27.50%)	8250000 (27.50%)	8250000 (27.50%)	



d.	Confirm that the acquirer(s) and the seller/s have been named promoters in the shareholding pattern filed by the target company in terms of the listing agreement or the Takeover Regulations. Provide copies of such filings under the listing agreement or the Takeover Regulations.	Yes, the acquirer(s) and the seller have been named promoters in the shareholding pattern filed by the target company in terms of the Listing Agreement/Regulations.  Copies of shareholding pattern filed by Birla Ericsson Optical Limited being the Target Company during the three (3) years prior to the aforesaid acquisition of equity shares by way of inter se transfer amongst promoter and Promoter group persons/ entities are enclosed as <b>Annexure-'B'</b> .
e.	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.	Rs. 36.12 (Rupees Thirty Six Rupees and Twelve Paise Only)
f.	If shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable
g.	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (e) or (f) above as applicable	Yes, the Acquirers do confirm that the acquisition price per share is not higher by more than 25% of the price as calculated under column 7(e) above. The acquisition price per share is Rs. 28/- (Rupees Twenty Eight Only) which is much lower than price calculated under column 7(e) above.
h.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.	4 <sup>th</sup> July, 2016
i.	1) Whether the acquirers as well as sellers have complied (during 3 years prior to the date of acquisition) with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N).  2) If yes, specify applicable regulation(s) as well as date on which the requisite disclosures were made and furnish copies of the same.	Yes, the acquirer and seller have complied with the applicable disclosure requirements of Chapter V of the Takeover Regulations, 2011 during preceding 3 years prior to the date of acquisition of equity shares of the Target Company.  The filings made by The Punjab Produce & Trading Company Pvt. Ltd. for itself and on behalf of other Promoters and Promoter Group persons/ entities, etc. pursuant to Regulation 30(1) of SEBI (SAST) Regulations, 2011 are enclosed as <b>Annexure-'C'</b> .
j.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a)(ii) with respect to exemptions has been duly complied with.	Yes, the Acquirers do hereby declare and confirm that all the conditions as specified under Regulation 10(1)(a)(ii) of the SEBI (SAST) Regulations, 2011 with respect to exemptions have been duly complied with.



Note: 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 hereinabove.

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

Date: 2<sup>nd</sup> August 2016  
Place: Rewa (M.P.) India



For Vindhya Telelinks Limited

*Ashok Mishra*  
(Ashok Mishra)

Company Secretary/Authorised Signatory

*The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011'*


**BIRLA CORPORATION LIMITED**

1, SHAKESPEARE SARANI, 2ND FLOOR, KOLKATA - 700 071  
 Phone : (033) 6603 3300 / 01 / 02, Fax : (033) 2288 4426  
 E-mail : coordinator@birlacorp.com; Website : www.birlacorporation.com

Letter of Authority

July 01, 2016

The Company Secretary  
**Vindhya Telelinks Limited**  
 Udyog Vihar, P.O.: Chorhata,  
 Rewa - 486 006 (M.P)

Dear Sir,

**Sub: Authorisation for signing and filling of Disclosures under  
 Regulation 10(7) of SEBI (Substantial Acquisition of Shares  
 and Takeovers) Regulations, 2011**

Apropos to the acquisition of equity shares of Birla Ericsson Optical Limited (BEOL) from Ericsson Network Technologies, AB (Formerly known as Ericsson Cables AB), Sweden by way of Inter se transfer amongst Promoters and Promoters group person/ entities of BEOL, we hereby authorize you to sign and file/ furnish the Intimation to the Stock Exchanges in the prescribed Format for disclosures under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 within the time prescribed therefore on our behalf/ on behalf of our Company.

Thanking you,

Yours faithfully  
 For **BIRLA CORPORATION LIMITED**

*Girish Sharma*  
**(GIRISH SHARMA)**  
**JT. PRESIDENT (INDIRECT TAXES)**  
**& COMPANY SECRETARY**

Place: Kolkata

REGISTERED OFFICE : Birla Building, 9/1 R. N. Mukherjee Road, Kolkata - 700 001  
 Phone : (033) 2210 6991, 6603 6777 / 726, Fax : (033) 2248 2872 / 7988, CIN : L01132WB1919PLC003334  
 E-mail : coordinator@birlacorp.com, Website : www.birlacorporation.com

Phone : (033) 66166 909 / 915 / 918 / 931  
Telefax : (033) 66166 922  
Email : invcos@birlacorp.com

CIN : U74999WB1937PTC025402

## The Punjab Produce & Trading Co. Pvt. Ltd.

Regd. Office :  
"BIRLA BUILDING"  
9/1, R. N. MUKHERJEE ROAD  
KOLKATA - 700 001

### Letter of Authority

4<sup>th</sup> July, 2016

The Company Secretary,  
Vindhya Telelinks Limited,  
Udhyag Vihar, P.O. Chorhata,  
REWA - 486 006 (M.P)

Dear Sir,

Sub: Authorisation for signing and filling of Disclosures under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Apropos to the acquisition of equity shares of Birla Ericsson Optical Limited (BEOL) from Ericsson Network Technologies, AB (Formerly known as Ericsson Cables AB), Sweden by way of Inter se transfer amongst Promoters and Promoters group person/ entities of BEOL, we hereby authorize you to sign and file/ furnish the Intimation to the Stock Exchanges in the prescribed Format for disclosures under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 within the time prescribed therefor on our behalf/ on behalf of our Company.

For The Punjab Produce & Trading Co. Pvt. Ltd.

Director



# HINDUSTAN MEDICAL INSTITUTION

BIRLA BUILDING, 9/1, R. N. MUKHERJEE ROAD, KOLKATA - 700 001, INDIA  
PHONE : (091)(33) 6616 6910 / 6616 6921 FAX : (091)(33) 6616-6922 / 2248-7988 / 2248-2872

## Letter of Authority

4<sup>th</sup> July, 2016

The Company Secretary,  
Vindhya Telelinks Limited,  
Udhyag Vihar, P.O. Chorhata,  
REWA - 486 006 (M.P)

Dear Sir,

Sub: Authorisation for signing and filling of Disclosures under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Apropos to the acquisition of equity shares of Birla Ericsson Optical Limited (BEOL) from Ericsson Network Technologies, AB (Formerly known as Ericsson Cables AB), Sweden by way of Inter se transfer amongst Promoters and Promoters group person/ entities of BEOL, we hereby authorize you to sign and file/ furnish the Intimation to the Stock Exchanges in the prescribed Format for disclosures under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 within the time prescribed therefor on our behalf/ on behalf of our Society.

For Hindustan Medical Institution



Trustee

Amal Chandra Chakrabortti  
Mahendra Kumar Sharma  
[Administrators Pendente Lite]

Office of Joint Administrators (PL) of  
Estate of Late Smt. Priyamvada Devi Birla  
Birla Building, 4<sup>th</sup> floor,  
9/1 R.N. Mukherjee Road,  
Kolkata 700 001

Letter of Authority

4<sup>th</sup> July 2016

The Company Secretary,  
Vindhya Telelinks Ltd.,  
Udyog Vihar, P.O. Chorhata,  
Rewa - 486 006 (M.P.)

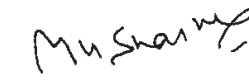
Dear Sir,

Sub: Authorization for signing and filing of Disclosures under Regulation 10(7)  
of SFBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Apropos to the acquisition of equity shares of Birla Ericsson Optical Limited (BEOL) from Ericsson Network Technologies, AB (Formerly known as Ericsson Cables AB), Sweden by way of Inter se transfer amongst Promoters and Promoters group person/entities of BEOL, we hereby authorize you to sign and file/furnish the Intimation to the Stock Exchanges in the prescribed Format for disclosures under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 within the time prescribed therefor on our behalf/on behalf of our Company.

For Administrators Pendente Lite of  
Estate of late Smt. Priyamvada Devi Birla

  
(A.C. CHAKRABORTTI)

  
(M.K. SHARMA)