



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/

4th JULY 2016

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,

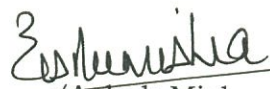
Sub: Disclosure under Regulation 10(5) in respect of proposed acquisition of 82,50,000 fully paid-up Equity Shares of Rs.10/- each of Birla Ericsson Optical Limited (Target Company/BEOL) under Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

With reference to the captioned subject matter, please find enclosed herewith the disclosure under Regulation 10(5) of Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 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) 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.)

Disclosure under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) 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.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes, the acquirers belong to the Promoter and Promoter Group of Birla Ericsson Optical Limited (BEOL).
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Ericsson Network Technologies AB, Sweden (Formerly known as Ericsson Cables AB, Sweden)
	b. Proposed date of acquisition	12 th July, 2016 or thereafter
	c. Number of shares to be acquired from each person mentioned in 4(a) above	82,50,000 fully Paid-up equity shares of Rs. 10/- each.
	d. Total shares to be acquired as % of share capital of TC	27.50% of the total paid-up equity share capital of BEOL
	e. Price at which shares are proposed to be acquired	Rs. 28/- (Rupees Twenty Eight) per equity share
	f. Rationale, if any, for the proposed transfer	The overseas promoter of the Target Company viz. Ericsson Network Technologies AB (Formerly known as Ericsson Cables AB), Sweden expressed its intention in writing to Indian venturers seeking dissolution of the Joint Venture Agreement dated 27 th May, 1992 (as amended) entered into amongst Ericsson Network Technologies AB (Formerly known as Ericsson Cables AB), Sweden (ENT), Universal Cables Limited (UCL) and Vindhya Telelinks Limited (VTL) and offered its entire shareholding in Target Company to the Indian venturers and/ or other persons/entities belonging to Promoter and Promoter Group of the Target Company as designated for this purpose by the Indian venturers i.e. UCL and VTL in accordance with the terms of the said Joint Venture Agreement. Accordingly, the equity shares offered by ENT are proposed to be acquired by Indian Venturer(s) and/or other designated promoter and promoter group persons/entities by the Indian Venturers of the Target Company. After such proposed acquisition, Ericsson Network Technologies AB, Sweden shall cease to be a promoter shareholder/technical collaborator of the Target Company.
5.	Relevant sub-clause of regulation 10(1)(a) 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.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Rs.36.12 (Rupees Thirty Six and Paise Twelve only)			
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Acquirers, do hereby declare and confirm that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7, as applicable, of the Format for Disclosure herein and under Regulation 10(5) of the SEBI (SAST) Regulations, 2011.			
9.	i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997) ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.	Acquirers, do hereby declare and confirm that the transferor and transferees have complied/ will comply with the applicable disclosure requirements in Chapter V of the SEBI (SAST) Regulations, 2011 for preceding 3 years.			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	Acquirers, do hereby declare and confirm that the all conditions specified under Regulation 10(1)(a)(ii) of the SEBI (SAST) Regulations, 2011 with respect to exemptions have been duly complied with.			
11.	Shareholding details	Before the proposed Transaction		After the proposed Transaction	
		Number of equity shares	% w.r.t total share capital of Target Company	Number of equity shares	% w.r.t total share capital of Target Company
	(a) Acquirer(s) and PACs (other than sellers) (PROPOSED) -				
	(i) Vindhya Telelinks Limited	4000100	13.33%	5800100	19.33%
	(ii) Birla Corporation Limited	938515	3.13%	5388515	17.96%
	(iii) The Punjab Produce & Trading Company Private Limited	1043169	3.48%	2278169	7.59%
	(iv) Hindustan Medical Institution	1000260	3.33%	1713260	5.71%
	(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	72241	0.24%	124241	0.41%
	(vi) Universal Cables Limited	3900100	13.00%	3900100	13.00%



(vii) East India Investment Company Private Limited	500100	1.67%	500100	1.67%
(viii) Baroda Agents & Trading Co. Private Limited	135920	0.45%	135920	0.45%
(ix) Punjab Produce Holdings Limited	64438	0.21%	64438	0.21%
(x) Varunendra Trading and Agents Private Limited	300	0.00%	300	0.00%
(xi) Birla Financial Corporation Limited.	100	0.00%	100	0.00%
(xii) Express Diary Company Limited	100	0.00%	100	0.00%
(xiii) Gwalior Webbing Company Private Limited	100	0.00%	100	0.00%
(xiv) Hindustan Gum & Chemical Limited	100	0.00%	100	0.00%
(xv) Mazbat Investments Private Limited	100	0.00%	100	0.00%
(xvi) Mazbat Properties Private Limited	100	0.00%	100	0.00%
TOTAL	1,16,55,743	38.85%	1,99,05,743	66.35%
(b) Seller -				
1. Ericsson Network Technologies AB, Sweden (formerly known as Ericsson Cables AB, Sweden)	82,50,000	27.50%	0	0.00%

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.

Date: 4th July 2016
Place: Rewa (M.P.) India



For Vindhya Telelinks Limited

Ashok Mishra

(Ashok Mishra)

Company Secretary/Authorised Signatory