

VTL/CS/17-18/

12 OCT 2017

BSE Ltd.
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 Sirs,

**Sub: Submission of Reconciliation of Share Capital Audit
Report for the quarter ended on 30th September, 2017**

In compliance with the SEBI Circular No.D&CC/FITTC/CIR-16/2002 dated 31st December, 2002 issued by the Securities and Exchange Board of India, please find enclosed herewith the Reconciliation of Share Capital Audit Report issued by Messrs R.S.Bajaj & Co., Company Secretaries for the quarter ended on 30th September, 2017 in the prescribed format as prescribed vide SEBI Circular No.MRD/ Policy/SA/ARR/ 19982/2003 dated 21st October, 2003.

This is for your information and records.

Thanking you,

Yours faithfully,
for Vindhya Telelinks Limited


(Satyendu Pattnaik)
Company Secretary

Encl: As above.

CERTIFICATE

Windhya Telelinks Limited
Udyog Vihar,
P.O.Chorhata,
REWA – 486 006 (M.P.)

I have examined the Register of members, beneficiary details furnished by the Depositories and other relevant books, records, documents and registers maintained by M/s Link Intime India Pvt. Ltd., Mumbai, Registrar and Transfer Agent (RTA) for the purpose of issuing the Reconciliation of Share Capital Audit Report concerning reconciliation of the total admitted capital with both the Depositories i.e., NSDL and CDSL and the total subscribed and listed capital of the Company as on 30th September 2017, in accordance with Circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 issued by the Securities and Exchange Board of India. As required vide letter No. MRD/Policy/SA/ARR/19982/2003 dated October 21, 2003 of the Securities and Exchange Board of India, I enclose "Reconciliation of Share Capital Audit" Report, in the format as prescribed therein. Further to the Annexure referred to above, I certify that:-

1. The aggregate number of equity shares of the company held in dematerialized form with the National Securities Depository Limited (NSDL), Central Depository Services (India) Limited(CDSL) and in physical form tally with the total number of subscribed and paid-up, listed and admitted equity share capital of the Company as on 30th September 2017.
2. The Register of Members of the Company has been updated at regular intervals during the quarter ended 30th September 2017.
3. The requests for dematerialisation of equity shares of the Company received during the quarter ended 30th September 2017 have been confirmed within 21 days.
4. There was no change in the issued/paid-up and listed equity share capital as the Company has not issued any Equity shares during the Quarter ended 30th September 2017.

Place: Mumbai
Date : October 12 , 2017

For R. S. BAJAJ & CO.
Company Secretaries



(R S Bajaj)
Proprietor
C.P. No.: 7058
Membership No ACS-3370

ANNEXURE

RECONCILIATION OF SHARE CAPITAL AUDIT

[as per regulations 55 A of the SEBI (Depository and Participant) Regulations, 1996]

| 1. | For Quarter Ended | : | 30.09.2017 | | | | | | | | | | | | |
|------------------|---|---|---|------------------|------------------------|------------|-------|-----------|---------|-----------|---------|----------|--------|------------|-------|
| 2. | ISIN | : | INE 707A01012 | | | | | | | | | | | | |
| 3. | Face Value | : | Rs.10/- per share | | | | | | | | | | | | |
| 4. | Name of the Company | : | VINDHYA TELELINKS LIMITED | | | | | | | | | | | | |
| 5. | Registered Office Address | : | UDYOG VIHAR, P.O.CHORHATA, REWA (M.P.) - 486 006 | | | | | | | | | | | | |
| 6. | Correspondence Address | : | UDYOG VIHAR, P.O.CHORHATA, REWA (M.P.) - 486 006 | | | | | | | | | | | | |
| 7. | Telephone & Fax Nos. | : | Tel No. (07662) 400400, Fax No.(07662) 400591 | | | | | | | | | | | | |
| 8. | Email Address | : | headoffice@vtlrewa.com | | | | | | | | | | | | |
| 9. | Name of the Stock Exchanges where the Company's securities are listed | : | BSE Limited (BSE) National Stock Exchange of India Limited (NSE) | | | | | | | | | | | | |
| | | | <table border="1"> <thead> <tr> <th>Number of shares</th> <th>% of Total Issued Cap.</th> </tr> </thead> <tbody> <tr> <td>11,850,863</td> <td>100 %</td> </tr> <tr> <td>47,26,121</td> <td>39.88 %</td> </tr> <tr> <td>68,24,001</td> <td>57.58 %</td> </tr> <tr> <td>3,00,741</td> <td>2.54 %</td> </tr> <tr> <td>11,850,863</td> <td>100 %</td> </tr> </tbody> </table> | Number of shares | % of Total Issued Cap. | 11,850,863 | 100 % | 47,26,121 | 39.88 % | 68,24,001 | 57.58 % | 3,00,741 | 2.54 % | 11,850,863 | 100 % |
| Number of shares | % of Total Issued Cap. | | | | | | | | | | | | | | |
| 11,850,863 | 100 % | | | | | | | | | | | | | | |
| 47,26,121 | 39.88 % | | | | | | | | | | | | | | |
| 68,24,001 | 57.58 % | | | | | | | | | | | | | | |
| 3,00,741 | 2.54 % | | | | | | | | | | | | | | |
| 11,850,863 | 100 % | | | | | | | | | | | | | | |
| 10. | Issued and Subscribed Capital | : | | | | | | | | | | | | | |
| 11. | Listed Capital (Exchange-wise) (as per Company records) | : | | | | | | | | | | | | | |
| 12. | Held in dematerialised form in CDSL | : | | | | | | | | | | | | | |
| 13. | Held in dematerialised form in NSDL | : | | | | | | | | | | | | | |
| 14. | Physical | : | | | | | | | | | | | | | |
| 15. | Total Nos. of shares (12+13+14) | : | | | | | | | | | | | | | |

Contd...2



:2:

16. Reasons for difference if any, between :
(10 & 11), (10 & 15), (11 & 15)

17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

| Particulars* | No. of shares | Applied/ Not applied for listing | Listed on Stock Exchanges (Specify Names) | Whether intimated to CDSL | Whether intimated to NSDL | In- print. appr. pending for SE (Specify Names) |
|--|---------------|----------------------------------|---|---------------------------|---------------------------|---|
| NOT APPLICABLE since there being no change | | | | | | |

* *Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)*

18. Register of Members is updated (Yes / No) :
(If not, updated upto which date)

19. Reference of previous quarter with regards to excess dematerialised shares, if any : Nil

20. Has the company resolved the matter mentioned in point no. 19 above in the : N.A.
current quarter? If not, reason why?

21. Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

| Total No. of demat requests | No. of requests | No. of shares | Reason for delay |
|-------------------------------|-----------------|---------------|------------------|
| Confirmed after 21 days | NIL | NIL | N.A. |
| Pending for more than 21 days | N.A. | N.A. | N.A. |

22. Name, Telephone & Fax No. of the Compliance Officer of the Co. :

Shri Satyendu Pattnaik
Company Secretary
Tel : Tel: (07662) 400400
Fax : (07662) 400591
Email: satyendupattnaik@vtlrewa.com

23. Name, Address, Tel. & Fax No., Regn. No. of the Auditor :

Mr. R. S. Bajaj , Proprietor,
R.S. Bajaj & Co.
Company Secretaries
123B, Rolex Shopping Centre ,
Station Road, Goregaon (West),
Mumbai -400062
Tel. No. 022 61277416, C.P. No. 7058



Contd....3

:3:

24. Appointment of common agency for share registry work :

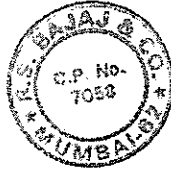
M/s Link Intime India Pvt. Ltd.
C 101, 247 Park,
L.B.S.Marg, Vikhroli (West)
Mumbai - 400 083
Tel : 022 49186000
Fax: 022 49186060
Email - mumbai@linkintime.co.in

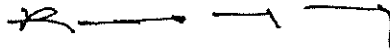
25. Any other detail that the auditor may like to provide (e.g. BIFR Company, delisting from SE, name changed etc.)

-----NA-----

Place: Mumbai
Date : October 12, 2017

For R. S. BAJAJ & CO.
Company Secretaries





(R S Bajaj)
Proprietor
C.P. No.: 7058
Membership No ACS-3370