



Vindhya Telelinks Ltd.

Reg. Office : Udyog Vihar, P.O. Chorhata
Rewa - 486 006 (M.P.) INDIA
Tel. : (07662) 400400 • Fax : (07662) 400591
E-Mail : headoffice@vtlrewa.com
Website : www.vtlrewa.com
PAN No. AAACV7757J
CIN No. L31300MP1983PLC002134

VTL/CS/16-17/

14 APR 2016

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 as on 31st March, 2016**

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, we are enclosing Reconciliation of Share Capital Audit Report issued by Messrs R.S.Bajaj & Co., Company Secretaries made out as of 31st March, 2016 in the prescribed format as prescribed vide SEBI Circular No.MRD/Policy/SA/ARR/ 19982/2003 dated 21st October, 2003 for your records.

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.)

CERTIFICATE

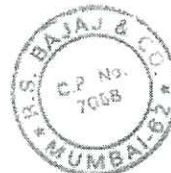
Vindhya Telelinks Limited
Udyog Vihar,
P.O.Chorhata,
REWA - 486 006 (M.P.)

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 31st March 2016, 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 31st March 2016.
2. The Register of Members of the Company has been updated at regular intervals during the quarter ended 31st March 2016.
3. The requests for dematerialisation of equity shares of the Company received during the quarter ended 31st March 2016 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 31st March 2016.

Place: Mumbai
Date : April 14, 2016

For R. S. BAJAJ & CO.
Company Secretaries



(R S Bajaj)
Proprietor
C.P. No.: 7058

ANNEXURE

RECONCILIATION OF SHARE CAPITAL AUDIT

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

1	For Quarter Ended	:	31.03.2016	
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@vtrewa.com	
9.	Name of the Stock Exchanges where the Company's securities are listed	:	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)	
			Number of shares	% of Total Issued Cap.
10.	Issued and Subscribed Capital	:	11,850,863	100 %
11.	Listed Capital (Exchange-wise) (as per Company records)	:	11,850,863	100 %
12.	Held in dematerialised form in CDSL	:	51,71,028	43.63 %
13.	Held in dematerialised form in NSDL	:	63,58,660	53.66 %
14.	Physical	:	3,21,175	2.71 %
15.	Total Nos. of shares (12+13+14)	:	11,850,863	100 %

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:

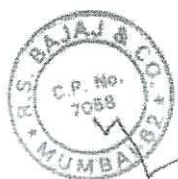
Total No. of demat requests	No. of requests	No. of shares	Reason for delay
Confirmed after 21 days	NIL	NIL	NIL
Pending for more than 21 days	N.A.	N.A.	N.A.

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

Mr. Ashok Mishra
Company Secretary
Tel : (07662) 400400
Fax : (07662) 400591
Email : ashok.mishra@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

24. Appointment of common agency for share registry work :

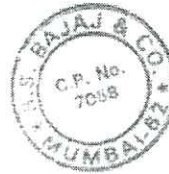
M/s Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills
Compound
L.B.S.Marg, Bhandup (W)
Mumbai - 400 078
Tel : 022 25963838
Fax: 022 25946969
Email : mumbai@linkintime.co.in

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 : April 14, 2016

For R. S. BAJAJ & CO.
Company Secretaries



(R S Bajaj)
Proprietor
C.P. No.: 7058