

**SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Name of the Target Company (TC)	:	<b>VLS FINANCE LIMITED</b>		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	:	<b>VLS Capital Limited</b>		
Whether the acquirer belongs to Promoter/Promoter group	:	<b>YES</b>		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	:	BSE Limited The National Stock Exchange of India Ltd. Madras Stock Exchange Ltd. The Calcutta Stock Exchange Ltd.		
Details of the acquisition / disposal as follows	:	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of :				
a)	Shares carrying voting rights	<b>12587201</b>	<b>32.454%</b>	<b>32.454%</b>
b)	Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
c)	Voting rights (VR) otherwise than by shares	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
d)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
e)	<b>Total (a+b+c+d)</b>	<b>12587201</b>	<b>32.454%</b>	<b>32.454%</b>
Details of acquisition/sale				
a)	Shares carrying voting rights acquired/sold	<b>43367</b>	<b>0.112%</b>	<b>0.112%</b>
b)	VRs acquired /sold otherwise than by shares	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
c)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
d)	Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
e)	<b>Total (a+b+c+d)</b>	<b>43367</b>	<b>0.112%</b>	<b>0.112%</b>
After the acquisition/sale, holding of :				
a)	Shares carrying voting rights	<b>12630568</b>	<b>32.566%</b>	<b>32.566%</b>
b)	Shares encumbered with the acquirer	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
c)	VRs otherwise than by shares	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
d)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
e)	<b>Total (a+b+c+d)</b>	<b>12630568</b>	<b>32.566%</b>	<b>32.566%</b>
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	:	Open market (Through The National Stock Exchange of India Ltd., Mumbai )		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	:	<b>25/6/2014</b>		
Equity share capital / total voting capital of the TC before the said acquisition / sale	:	Rs. 38,78,42,420 (Total paid-up capital) <b>3,86,62,017 Equity shares (Total Voting capital)</b>		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	:	Rs. 38,78,42,420 (Total paid-up capital) <b>3,86,62,017 Equity shares (Total Voting capital)</b>		
Total diluted share/voting capital of the TC after the said acquisition/sale.	:	Rs. 38,78,42,420 (Total paid-up capital) <b>3,86,62,017 Equity shares (Total Voting capital)</b>		

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For VLS Capital Limited

K. K. Soni  
Managing Director

Dated : 26-06-2014  
Place : New Delhi

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Name(s) of the Stock Exchange(s) where the shares of TC are Listed	: BSE Limited The National Stock Exchange of India Ltd. Madras Stock Exchange Ltd. The Calcutta Stock Exchange Ltd.		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of :</b>			
a) Shares carrying voting rights	: 12630568	32.566%	32.566%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	: NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	: NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	: NIL	NIL	NIL
e) Total (a+b+c+d)	: 12630568	32.566%	32.566%
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold	: 10133	0.026%	0.026%
b) VRs acquired/sold otherwise than by shares	: NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	: NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	: NIL	NIL	NIL
e) Total (a+b+c+d)	: 10133	0.026%	0.026%
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	: 12640701	32.592%	32.592%
b) Shares encumbered with the acquirer	: NIL	NIL	NIL
c) VRs otherwise than by shares	: NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	: NIL	NIL	NIL
e) Total (a+b+c+d)	: 12640701	32.592%	32.592%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open market (Through BSE Ltd., Mumbai)		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	25/6/2014		
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 38,78,42,420 (Total paid-up capital) 3,86,62,017 Equity shares (Total Voting capital)		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 38,78,42,420 (Total paid-up capital) 3,86,62,017 Equity shares (Total Voting capital)		
Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 38,78,42,420 (Total paid-up capital) 3,86,62,017 Equity shares (Total Voting capital)		

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For VLS Capital Limited

  
K. K. Soni  
Managing Director

Dated :26-06-2014  
Place: New Delhi