

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) | : | VLS FINANCE LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | : | VLS Capital Limited | | |
| Whether the acquirer belongs to Promoter/Promoter group | : | YES | | |
| 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 | 13174892 | 34.077% | 34.077% |
| 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) | NIL | NIL | NIL |
| e) | Total (a+b+c+d) | 13174892 | 34.077% | 34.077% |
| Details of acquisition/sale | | | | |
| a) | Shares carrying voting rights acquired/sold | 26859 | 0.069% | 0.069% |
| 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) acquired/sold | NIL | NIL | NIL |
| d) | Shares encumbered/ invoked/ released by the acquirer | NIL | NIL | NIL |
| e) | Total (a+b+c+d) | 26859 | 0.069% | 0.069% |
| After the acquisition/sale, holding of: | | | | |
| a) | Shares carrying voting rights | 13201751 | 34.147% | 34.147% |
| 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) | 13201751 | 34.147% | 34.147% |
| 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 | : | 18/03/2015 | | |
| 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
Director

Dated : 19-03-2015
Place: New Delhi

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| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | : VLS Capital Limited | | |
| Whether the acquirer belongs to Promoter/Promoter group | : YES | | |
| 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 | : 13201751 | : 34.147% |
| b) | Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | : NIL | : NIL |
| c) | Voting rights (VR) otherwise than by shares | : 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) | : NIL | : NIL |
| e) | Total (a+b+c+d) | : 13201751 | : 34.147% |
| Details of acquisition/sale | | | |
| a) | Shares carrying voting rights acquired/sold | : 10892 | : 0.028% |
| b) | VRs acquired /sold otherwise than by shares | : 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) acquired/sold | : NIL | : NIL |
| d) | Shares encumbered/ invoked/ released by the acquirer | : NIL | : NIL |
| e) | Total (a+b+c+d) | : 10892 | : 0.028% |
| After the acquisition/sale, holding of: | | | |
| a) | Shares carrying voting rights | : 13212643 | : 34.175% |
| b) | Shares encumbered with the acquirer | : NIL | : NIL |
| c) | VRs otherwise than by shares | : 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 |
| e) | Total (a+b+c+d) | : 13212643 | : 34.175% |
| 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 | : 18/03/2015 | | |
| 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.

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