

**Corporate Office :**

Giriraj Annexe Circuit House Road

**HUBBALLI - 580 029** Karnataka State

Phone : 0836 2237511

Fax : 0836 2256612

e-mail : headoffice@vrllogistics.com

**BSE Limited**

PJ Towers, Dalal Street,

Mumbai SamacharMarg,

Mumbai - 400 001

Scrip Code: 539118

**National Stock Exchange of India Limited.**

Exchange Plaza, Plot no. C/1, G Block

Bandra-Kurla Complex, Bandra (E)

Mumbai - 400 051

Scrip Code: VRLLOG

Dear Sir/Madam,

**Sub: Disclosure under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations 2011**

We are in receipt of disclosure under Regulation 29 (2) of SEBI (SAST) Regulations 2011 by Goldman Sachs which is self explanatory.

You are requested to kindly take this on record.

For VRL LOGISTICS LIMITED

**ANIRUDDHA PHADNAVIS****COMPANY SECRETARY AND COMPLIANCE OFFICER**

Date: 09.06.2018

Place: Hubballi

**Regd. & Admn. Office :** Bengaluru Road Varur **HUBBALLI - 581 207** Karnataka State

Phone : 0836 2237613 Fax : 0836 2237614 e-mail : varurho@vrllogistics.com

**Customer Care : HUBBALLI ☎ 0836 - 2307800 e-mail : customercare@vrllogistics.com****Website : www.vrllogistics.com CIN : L60210KA1983PLC005247**

Date: 8 June, 2018

To,

**VRL Logistics Ltd**

R.S. No.351/1,  
Varur Post Chabbi,  
Taluk Hubli, District Dharwad,  
Hubli, Karnataka,  
581207  
India

**The Bombay Stock Exchange Ltd**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
BSE Scrip Code: 539118

**The National Stock Exchange of India Ltd**

Exchange Plaza, C/1, Block G,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051  
NSE Symbol: VRLLOG

Dear Sirs,

**Ref: Disclosure for sale of shares in VRL Logistics Ltd (the “Company”) pursuant to Regulation 29 (2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “SEBI Takeover Regulations”).**

We wish to inform you that our holdings have decreased to 2,245,026 shares, representing 2.485% of the capital of the Company as at 6 June, 2018. As such, we are ceased to be a substantial shareholder of the Company.

Please find enclosed the disclosure in terms of Regulation 29 (2) of the SEBI Takeover Regulations, 2011.

This is for your information and records.

Yours faithfully,

For and on behalf of  
Goldman Sachs Asset Management International



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Haruka Araki  
Executive Director

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

Name of the Target Company (TC)	<b>VRL Logistics Ltd</b>		
Name(s) of the seller and Persons Acting in Concert (PAC) with the seller	a) Seller - Goldman Sachs Asset Management International ("GSAMI") b) PAC - Goldman Sachs Asset Management (India) Private Limited ("GSAMIndia")		
Whether the seller belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Limited National Stock Exchange India Limited		
Details of the sale as follows	Number	% w.r.t. total share/voting capital wherever applicable(*) <sup>1</sup>	% w.r.t. total diluted Share /voting capital of the TC (**) <sup>2</sup>
<b>Before the sale under consideration, holding of seller along with PACs of:</b>	<b>Seller</b>	<b>Seller</b>	<b>Seller</b>
a) Shares carrying voting rights	a) 4,301,012 equity shares carrying voting rights (ISN: INE366I01010, VRL Logistics Ltd)	a) 4.761%	a) 4.761%
<del>b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)</del>			
<del>e) Voting rights (VR) otherwise than by shares</del>			
d) Warrants/convertible securities /any other instrument that entitles the seller to receive shares carrying voting rights in the TC (specify holding in each category)	d) 429,645 P-notes that entitles the seller to receive shares carrying voting rights in the TC	d) 0.476%	d) 0.476%

<sup>1</sup> At the time of the previous filing made under Regulation 29 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (dated April 30, 2015), the total voting shares of the company was 91,243,495.

<sup>2</sup> At the time of the previous filing made under Regulation 29 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (dated April 30, 2015), the total voting shares (diluted) of the company was 91,243,495.

	(ISN: CH0280334639, VRL Logistics Ltd) – 39,450 shares  (ISN: US61761V1695, VRL Logistics Ltd) – 390,195 shares		
	<b>PAC's</b>	<b>PAC's</b>	<b>PAC's</b>
	a) 35,000 equity shares carrying voting rights (ISN: INE366I01010, VRL Logistics Ltd)	a)0.039%	a)0.039%
e) Total (a+b+c+d)	4,765,657	5.276%	5.276%
<b>Details of sale</b>	<b>Seller</b>	<b>Seller</b>	<b>Seller</b>
a) Shares carrying voting rights sold	a) 2,055,986 equity shares carrying voting rights (ISN: INE366I01010, VRL Logistics Ltd)	a) 2.276%	a) 2.276%
<del>b) VRs sold otherwise than by shares</del>			
c) Warrants/convertible securities/any other instrument that entitles the seller to receive shares carrying voting rights in the TC (specify holding in each category) sold	c) 429,645 P-notes that entitles the seller to receive shares carrying voting rights in the TC	c) 0.476%	c) 0.476%
<del>d) Shares encumbered by the seller</del>			



Date of sale of shares	June 6, 2018 <sup>3</sup>
Equity share capital / total voting capital of the TC before the said sale	Issued, Subscribed & Fully Paid Up Equity Share Capital of VRL Logistics Ltd – 90,343,495 equity shares of Rs. 10/- each.
Equity share capital/ total voting capital of the TC after the said sale	Issued, Subscribed & Fully Paid Up Equity Share Capital of VRL Logistics Ltd – 90,343,495 equity shares of Rs. 10/- each.
Total diluted share/voting capital of the TC after the said sale	Issued, Subscribed & Fully Paid Up Equity Share Capital of VRL Logistics Ltd – 90,343,495 equity shares of Rs. 10/- each.

Note:

(\*) 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.

**Signature of the seller / Authorised Signatory**




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For and on behalf of

Goldman Sachs Asset Management International

Haruka Araki

Executive Director

Place: Hong Kong

Date: 8 June, 2018

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<sup>3</sup> The previous filing made was on 4 May 2015 by the Seller under Regulation 29 (1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Code"), when the total shareholding percentage of the Seller (along with the PAC) was 5.276%. The Seller (along with the PAC) has sold 1,667,451 shares (1.8467%) between 1 May 2015 till 5 June 2018 (inclusive of both dates) in multiple tranches, and the final sale of 853,180 shares (0.9444%) which triggered a disclosure under Regulation 29 (2) of the Takeover Code was undertaken on 6 June 2018.