



# VLS CAPITAL LTD.

CIN:U67190DL1985PLC022302

August 21, 2015

The Company Secretary,  
VLS Finance Ltd.,  
2<sup>nd</sup> Floor, 13, Sant Nagar,  
East of Kailash,  
New Delhi-110065

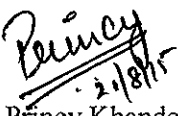
**Sub. : Disclosure for encumbrance of shares U/r 31 (1) of SEBI (Substantial Acquisition of shares and Takeovers) Regulations 2011.**

Dear Sir,

This is to notify in terms of subjected regulations that we have placed 40,00,000 (Forty Lacs Only) equity shares of your Company in aggregate, held by us, as pledge as per Stock Exchange Regulations, through off market transaction with IL & FS Trustee Company Ltd. Since in our view it amounts to encumbrance on these shares, hence this disclosure is being made.

We are hereby enclosing the required information in the format prescribed under the aforesaid regulations.

Thanking you  
Yours faithfully,  
For VLS Capital Ltd.

  
Princy Khandelwal  
Company Secretary  
M.No.: A39015

Encl: As Above

Copy to: 1) The National Stock Exchange of India Ltd., Exchange Plaza, 5<sup>th</sup> Floor Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai-400051

2) The Calcutta Stock Exchange Association. Ltd., 7, Lyons Range, Kolkata- 700 001

3) The Madras Stock Exchange Ltd., Exchange Building, Post Box No.183, New No: 30, (old no:11), Second Line Beach, Chennai-600 001

4) BSE Ltd, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai -400001.

Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares/ invocation of encumbrance/release of encumbrance, in terms of Regulation 31 (1) and 31 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

|                                                                                           |                                            |                          |                                         |                          |                                                 |                                                     |                                                                      |                                                                                                                 |         |                          |                                                                                 |                                                                                                        |                          |  |
|-------------------------------------------------------------------------------------------|--------------------------------------------|--------------------------|-----------------------------------------|--------------------------|-------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|---------|--------------------------|---------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|--------------------------|--|
| Name of the Target Company (TC)                                                           |                                            |                          |                                         |                          |                                                 |                                                     |                                                                      | VLS Finance Limited                                                                                             |         |                          |                                                                                 |                                                                                                        |                          |  |
| Name of the stock exchanges where the shares of the target company are listed             |                                            |                          |                                         |                          |                                                 |                                                     |                                                                      | BSE Ltd.<br>National Stock Exchange of India Ltd.<br>Calcutta Stock Exchange Ltd.<br>Madras Stock Exchange Ltd. |         |                          |                                                                                 |                                                                                                        |                          |  |
| Date of reporting                                                                         |                                            |                          |                                         |                          |                                                 |                                                     |                                                                      | 21.08.2015                                                                                                      |         |                          |                                                                                 |                                                                                                        |                          |  |
| Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked |                                            |                          |                                         |                          |                                                 |                                                     |                                                                      | VLS Capital Limited                                                                                             |         |                          |                                                                                 |                                                                                                        |                          |  |
| Details of the creation of encumbrance:                                                   |                                            |                          |                                         |                          |                                                 |                                                     |                                                                      |                                                                                                                 |         |                          |                                                                                 |                                                                                                        |                          |  |
| Name of the promoter (s) or PACs with him*                                                | Promoter holding in the target company (1) |                          | Promoter holding already encumbered (2) |                          | Details of events pertaining to encumbrance (3) |                                                     |                                                                      |                                                                                                                 |         |                          |                                                                                 | Post event holding of encumbered shares { creation[(2)+(3)]/ release [(2)-(3)]/ invocation [(1)-(3)] } |                          |  |
|                                                                                           | Number                                     | % of total share capital | Number                                  | % of total share capital | Type of event (creation/ release/ invocation)   | Date of creation/release/ invocation of encumbrance | Type of encumbrance (Pledge /lien/ non disposal/undertaking/ others) | Reasons for encumbrance**                                                                                       | Number  | % of total share capital | Name of the entity in whose favour shares encumbered***                         | Number                                                                                                 | % of total share capital |  |
| VLS Capital Limited                                                                       | 13335729                                   | 34.49                    | Nil                                     | Nil                      | Creation                                        | 19.08.2015                                          | Pledge                                                               | Securing the issue of Non-Convertible Debentures by the Company                                                 | 4000000 | 10.35                    | IL & FS Trust Company Limited- Trustee and Globe Capital Market Limited- Lender | 4000000                                                                                                | 10.35                    |  |
| VLS Commodities (P) Ltd.                                                                  | 350000                                     | 0.91                     | Nil                                     | Nil                      | N.A.                                            | N.A.                                                | N.A.                                                                 | N.A.                                                                                                            | N.A.    | N.A.                     | N.A.                                                                            | Nil                                                                                                    | Nil                      |  |
| Mr. M.P. Mehrotra                                                                         | 285                                        | 0.00                     | Nil                                     | Nil                      | N.A.                                            | N.A.                                                | N.A.                                                                 | N.A.                                                                                                            | N.A.    | N.A.                     | N.A.                                                                            | Nil                                                                                                    | Nil                      |  |
| Ms. Divya Mehrotra                                                                        | 1041871                                    | 2.69                     | Nil                                     | Nil                      | N.A.                                            | N.A.                                                | N.A.                                                                 | N.A.                                                                                                            | N.A.    | N.A.                     | N.A.                                                                            | Nil                                                                                                    | Nil                      |  |
| Mr. Vikas Mehrotra                                                                        | 486006                                     | 1.26                     | Nil                                     | Nil                      | N.A.                                            | N.A.                                                | N.A.                                                                 | N.A.                                                                                                            | N.A.    | N.A.                     | N.A.                                                                            | Nil                                                                                                    | Nil                      |  |
| M.P. Mehrotra (H.U.F.)                                                                    | 1059262                                    | 2.74                     | Nil                                     | Nil                      | N.A.                                            | N.A.                                                | N.A.                                                                 | N.A.                                                                                                            | N.A.    | N.A.                     | N.A.                                                                            | Nil                                                                                                    | Nil                      |  |
| Mr. Somesh Mehrotra                                                                       | 884691                                     | 2.29                     | Nil                                     | Nil                      | N.A.                                            | N.A.                                                | N.A.                                                                 | N.A.                                                                                                            | N.A.    | N.A.                     | N.A.                                                                            | Nil                                                                                                    | Nil                      |  |
| South Asian Enterprises Ltd.                                                              | Nil                                        | 0.00                     | Nil                                     | Nil                      | N.A.                                            | N.A.                                                | N.A.                                                                 | N.A.                                                                                                            | N.A.    | N.A.                     | N.A.                                                                            | Nil                                                                                                    | Nil                      |  |
| Pragati Moulders Ltd.                                                                     | Nil                                        | 0.00                     | Nil                                     | Nil                      | N.A.                                            | N.A.                                                | N.A.                                                                 | N.A.                                                                                                            | N.A.    | N.A.                     | N.A.                                                                            | Nil                                                                                                    | Nil                      |  |
| Ms. Daya Mehrotra                                                                         | Nil                                        | 0.00                     | Nil                                     | Nil                      | N.A.                                            | N.A.                                                | N.A.                                                                 | N.A.                                                                                                            | N.A.    | N.A.                     | N.A.                                                                            | Nil                                                                                                    | Nil                      |  |
| Mrs. Sadhana Mehrotra                                                                     | Nil                                        | 0.00                     | Nil                                     | Nil                      | N.A.                                            | N.A.                                                | N.A.                                                                 | N.A.                                                                                                            | N.A.    | N.A.                     | N.A.                                                                            | Nil                                                                                                    | Nil                      |  |
| Mr. Ranjit Mehrotra                                                                       | Nil                                        | 0.00                     | Nil                                     | Nil                      | N.A.                                            | N.A.                                                | N.A.                                                                 | N.A.                                                                                                            | N.A.    | N.A.                     | N.A.                                                                            | Nil                                                                                                    | Nil                      |  |
| Mrs. Sushma Mehrotra                                                                      | Nil                                        | 0.00                     | Nil                                     | Nil                      | N.A.                                            | N.A.                                                | N.A.                                                                 | N.A.                                                                                                            | N.A.    | N.A.                     | N.A.                                                                            | Nil                                                                                                    | Nil                      |  |

For VLS Capital Limited

*Princy*  
21/8/15  
Princy Khandelwal  
Company Secretary  
M.No.: A39015

Place: New Delhi  
Date: 21.08.2015

\* The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

\*\* For example, for the purpose of collateral for loans taken by the Company, personal borrowing, third party pledge, etc.

\*\*\* This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.