VLS FINANCE LIMITED

Registered Office: 2nd Floor, 13, Sant Nagar, East of Kailash, New Delhi – 110 065. **Tel:** 011 - 46656666; **Fax:** 011 - 46656699
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POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF PUBLIC SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF VLS FINANCE LIMITED ("COMPANY")

This Post Buyback Public Announcement ("**Post Buyback PA**") is published pursuant to Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ("Buyback Regulations"). This Post Buyback PA should be read in conjunction with the Public Announcement ("PA") dated December 12, 2013 and the Letter of Offer ("LOF") dated January 03, 2014. The terms used but not defined in the Post Buyback PA shall have the same meanings as assigned in PA and LOF.

1. The Company had announced the Buyback of not exceeding 99,48,750 fully paid-up equity shares of face value of ₹ 10/- each ("Equity Shares"), representing 25% of the total number of equity shares in the issued, subscribed and paid-up equity share capital of the Company, from all the existing shareholders / beneficial owners of equity shares of the Company except Promoter/Promoter group and persons acting in concert with them (hereinafter referred to as "Public Shareholders") as on the Record Date i.e. December 27, 2013, on a proportionate basis, through the "Tender Offer" Method at a price of ₹ 14.50 per equity share (Rupees Fourteen and Fifty Paisa Only) ("Buyback Price"), for an aggregate maximum amount of ₹ 14,42,56,875 (Rupees Fourteen Crores Forty Two Lacs Fifty Six Thousand Eight Hundred Seventy Five Only) ("Buyback").
2. The Buyback Offer opened on Monday, January 13, 2014 and closed on Monday, January 27, 2014.
3. The Company has completed the Buyback on February 04, 2014 and has accepted 11,32,983 Equity Shares at a price of ₹ 14.50 per Equity Share aggregating ₹ 1,64,28,254 (Rupees One Crore Sixty Four Lacs Twenty Eight Thousand Two Hundred and Fifty Four Only).
4. The details of the valid applications received in the Buyback Offer are as follows:

Category of Shareholders	No. of Valid Applications	Total Equity Shares Tendered	No. of Equity Shares Reserved in Buyback	% Response
Reserved Category for Small Shareholders	236	4,50,046	76,56,263	5.88
General Category of Other Shareholders	11	6,82,937	22,92,487	29.79
Total	**247**	**11,32,983**	**99,48,750**	**11.39**

5. All valid applications were considered for the purpose of acceptance in accordance with the Buyback Regulations and the process as described in the LOF. The communication of acceptance / rejection has been dispatched by the Registrar on February 04, 2014.
6. The Share Certificates tendered with invalid applications were dispatched on February 04, 2014. The instructions to credit back balance Equity Shares tendered with invalid applications to the depository accounts of the respective shareholders were issued on February 04, 2014.
7. The process of payment of consideration to all the Shareholders/Beneficial Owners in respect of 11,32,983 Equity Shares accepted in the Buyback by way of NEFT/RTGS/NECS/Fund Transfer/Demand Drafts, as applicable, was completed on February 04, 2014.
8. The extinguishment of 11,32,983 Equity Shares accepted pursuant to the Buyback comprising of (a) 10,76,783 Equity Shares in dematerialized form and (b) 56,200 Equity Shares in physical form is under process and shall be completed by February 11, 2014.
9. The details of the shareholders/beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares accepted in the Buyback are as mentioned below:

Sr. No.	Name of the Shareholder	No. of Equity Shares Accepted	Equity Shares Accepted as a % of total Equity Shares bought back	Equity Shares Accepted as a % of total Post Buyback Equity Shares
1.	Rajasthan Global Securities Limited	233339	20.60%	0.60%
2.	Camel Foods Private Limited	132251	11.67%	0.34%
3.	Dheeraj Kumar Lohia	80647	7.12%	0.21%
4.	Romil Kumar Singla	55650	4.91%	0.14%
5.	Prasad Kancharla	55352	4.89%	0.14%
6.	Nikhilesh Gupta	30620	2.70%	0.08%
7.	Saroj Bala	28000	2.47%	0.07%
8.	Anil Kumar Gupta (HUF)	19543	1.72%	0.05%
9.	Vipul Kumar Babubhai Shah	18000	1.59%	0.05%
10.	Santosh Bhutani	15432	1.36%	0.04%
11.	Amita Surana	14274	1.26%	0.04%
12.	RR Equity Brokers Private Limited	14103	1.24%	0.04%
13.	Shah Ashok Babulal	14000	1.24%	0.04%
14.	Rushabh Ashok Shah	14000	1.24%	0.04%
15.	Kalpana Atulkumar Shah	14000	1.24%	0.04%
16.	Vinita Chandak	14000	1.24%	0.04%
17.	Manoj Chandak	14000	1.24%	0.04%
18.	Pushpa Devi Chandak	14000	1.24%	0.04%
19.	Jugal Kishore Chandak	14000	1.24%	0.04%
20.	Kashi Prasad Jhunjhunwala	14000	1.24%	0.04%
21.	Rajkumari Jhunjhunwala	14000	1.24%	0.04%
22.	Ankur Jhunjhunwala	14000	1.24%	0.04%
23.	Romil Kumar Singla	13700	1.21%	0.04%
24.	Aveg Agarwal	13510	1.19%	0.03%
25.	Prabha Agarwal	13500	1.19%	0.03%
26.	Mehrotra Consultants Pvt. Limited	13000	1.15%	0.03%
27.	Manoj Chandak	12600	1.11%	0.03%
28.	Anurag Agrawal	12000	1.06%	0.03%
29.	Trustline Securities Limited	12000	1.06%	0.03%

10. The Capital Structure of the Company Pre and Post Buyback is as under:

Particulars	Pre-Buyback		Post-Buyback	
	No. of Equity Shares	Amount (in ₹ Lacs)	No. of Equity Shares	Amount (in ₹ Lacs)
Authorised Equity Share Capital	15,00,00,000	15,000	15,00,00,000	15,000
Paid Up Equity Share Capital	3,97,95,000	3,991.72*	3,86,62,017	3,878.42*

* 467500 equity shares were forfeited in 1995 and the capital received on those shares was ₹ 12,22,250. Hence the resultant cumulative paid up capital pre buy back was ₹ 3,991.72 Lacs and post buy back is ₹ 3,878.42 Lacs.

11. The shareholding pattern of the Company Pre Buyback, taken as on December 27, 2013, being the record date for determining the eligibility and Buyback entitlement of Eligible Persons as well as the Post Buyback shareholding are as under:

Category of Shareholder	No. of Shares Pre- Buyback	% to the existing Equity Share capital	No. of Shares - Post Buyback	% to the existing Equity Share Capital
Promoters and persons acting in Concert (Collectively "the Promoters")	1,60,83,242	40.42	1,60,83,242	41.60
Foreign Investors (Including Non Resident Indians, FIIs and Foreign Mutual Funds)	2,81,360	0.71	2,25,78,775	58.40
Financial Institutions/Banks & Mutual Funds promoted by Banks/Institutions	9,600	0.02		
Others (Public, Public Bodies Corporate etc.)	2,34,20,798	58.85		
Total	**3,97,95,000**	**100.00**	**3,86,62,017**	**100.00**

12. Manager to the Buyback

SMC Capitals Limited
SEBI Registration No.: INM000011427#
302-303, Enterprise Centre, Near Orchid Hotel, Nehru Road, Vile Parle (East) Mumbai- 400099
Tel. No.: +91- 22- 66481818; **Fax:** +91- 22- 66481850
Email: vlsbuyback@smccapitals.com; **Contact Person:** Mr. Sanjeev Barnwal

 # SEBI Registration is valid until December 30, 2013. However, renewal application has been made to SEBI on September 25, 2013 and is in process.

13. Directors Responsibility

The Directors of the Company accept full and final responsibility for the information contained in this Post Buyback PA.

Sd/-	Sd/-	Sd/-
S.K. Agarwal	K.K. Soni	H. Consul
Managing Director	Director – Finance & CFO	Company Secretary

Place : New Delhi
Date : February 05, 2014