

VLS FINANCE LIMITED

CIN: L65910DL1986PLC023129

Registered Office & Correspondence Address: Ground Floor, 90, Okhla Industrial Estate, Phase III, New Delhi – 110020.

Tel: +91 11 46656666; E-mail: vls@vlsfinance.com; Website: www.vlsfinance.com

Contact Person: H. Consul, Company Secretary and Compliance Officer; Email: hconsul@vlsfinance.com

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF VLS FINANCE LIMITED FOR THE BUY-BACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDER OFFER.

THIS PUBLIC ANNOUNCEMENT (THE "PUBLIC ANNOUNCEMENT" OR "PA") IS BEING MADE PURSUANT TO THE PROVISIONS OF REGULATION 7(I) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018 AS AMENDED (THE "SEBI BUY-BACK REGULATIONS"), AND CONTAINS THE DISCLOSURES AS SPECIFIED IN THE APPLICABLE PROVISIONS OF SCHEDULE II TO THE SEBI BUY-BACK REGULATIONS READ WITH SCHEDULE I OF THE SEBI BUY BACK REGULATIONS.

OFFER FOR BUYBACK OF NOT EXCEEDING 26,31,578 ("TWENTY SIX LAKHS THIRTY ONE THOUSAND FIVE HUNDRED AND SEVENTY EIGHT") FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹10/- (RUPEES TEN ONLY) EACH OF VLS FINANCE LIMITED ("EQUITY SHARES" OR "SHARES"), AT A BUYBACK PRICE OF ₹380/- ("THREE HUNDRED AND EIGHTY") PER EQUITY SHARE PAYABLE IN CASH FOR AN AMOUNT NOT EXCEEDING ₹99,99,99,640 ("RUPEES NINETY NINE CRORES NINETY NINE LAKHS NINETY NINE THOUSAND SIX HUNDRED AND FORTY"), EXCLUDING ANY EXPENSES INCURRED OR TO BE INCURRED FOR THE BUYBACK, WHICH REPRESENTS 5.84% AND 5.52% OF THE AGGREGATE OF COMPANY'S FULLY PAID UP EQUITY SHARE CAPITAL AND FREE RESERVES AS PER THE LATEST AVAILABLE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS AS ON MARCH 31, 2025 RESPECTIVELY, THROUGH THE TENDER OFFER ROUTE PROCESS USING THE STOCK EXCHANGE MECHANISM, ON A PROPORTIONATE BASIS TO ALL THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY AS ON RECORD DATE ("BUY BACK" OR "THE BUY BACK OFFER").

Certain figures contained in this PA, including financial information, may have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal places.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

1.1. The Board of Directors ("Board"), which term shall be deemed to include any committee of the Board and/or officials, which the Board may constitute/authorise to exercise its powers (the "Buy Back Committee") of VLS Finance Limited ("Company"), at its meeting held on November 22, 2025 ("Board Meeting") has, in accordance with Article 5(v) of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 110, 119 and all other applicable provisions of the Companies Act, 2013, as amended ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, the Companies (Meetings of Board and its Powers) Rules, 2014, to the extent applicable and other relevant Rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buy Back Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations") and subject to approvals of statutory, regulatory or governmental authorities, institutions or bodies as may be required under applicable laws, approved the proposal to Buy Back of not exceeding 26,31,578 ("Twenty Six Lakhs Thirty One Thousand Five Hundred And Seventy Eight") fully paid up equity shares having a face value of ₹10/- (Rupees Ten only) each ("Equity Shares"), representing 7.74% of the total number of Equity Shares in the total paid up Equity Share capital of the Company, as on March 31, 2025, at a buy back price of ₹380/- (Rupees Three Hundred and Eighty only) per fully paid-up Equity Share payable in cash ("Buy Back Price") for an amount not exceeding ₹99,99,99,640 ("Rupees Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Six Hundred And Forty") excluding any expenses incurred or to be incurred for the Buy Back viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. ("Transaction Costs") (such amount hereinafter referred to as the "Buy Back Size"), representing 5.84% and 5.52% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on latest audited standalone and consolidated audited financial statements of the Company, respectively as on March 31, 2025, from the shareholders/beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board/Buy Back Committee ("Eligible Shareholders"), through tender offer route, on a proportionate basis as prescribed under the SEBI Buy Back Regulations.

1.2. The Buyback is less than 10% of the total paid up equity capital and free reserves of the Company based on the standalone and consolidated financial statements of the Company as per its audited financial statements as on March 31, 2025, through the board approval route as per the provisions of the Companies Act and the SEBI Buy-Back Regulations. Hence, Approval of members is not required.

1.3. The Board of Directors of the Company approved the Buyback, by passing a Board Resolution, dated November 22, 2025. The Buyback is further subject to approvals, permissions and sanctions and subject to such conditions and modifications, if any, from time to time from statutory, regulatory or governmental authorities as required under applicable laws including but not limited to the SEBI and the stock exchanges where the Equity Shares of the Company are listed i.e. National Stock Exchange of India Limited ("NSE"), BSE Limited ("BSE") and CSE Limited ("CSE"). ("NSE" and together with BSE and CSE, the "Stock Exchanges"). However, Equity Shares of the Company are not traded on CSE and currently are under suspension. The Company had filed the application for voluntary delisting of its shares from the CSE. Pursuant to the decision of the Board in its meeting held on October 25, 2018 and the same is pending to be considered at the part of CSE.

1.4. The Buy Back will be undertaken on a proportionate basis from the Eligible Shareholders as on the Record Date provided that 15% (fifteen percent) of the number of Equity Shares proposed to be bought back or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buy Back Regulations ("Small Shareholders") as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders.

1.5. The Buy Back Size is 5.84% and 5.52% of the total paid-up Equity Share capital and free reserves of the Company based on the latest standalone and consolidated audited financial statements of the Company respectively as at March 31, 2025 (being the date of the latest available audited standalone and consolidated financial statements of the Company).

1.6. The Buy Back shall be undertaken on a proportionate basis from the Eligible Shareholders through the Tender Offer process prescribed under the SEBI Buy Back Regulations. Additionally, the Buy Back shall be implemented by the Company using the "Mechanism for acquisition of shares through stock exchange" as specified by SEBI vide circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, SEBI/HO/CFD/DCR/III/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, including any amendments thereof ("SEBI Circulars"). In this regard, the Company has requested NSE to provide the separate acquisition window to facilitate placing of sell orders by the Eligible Shareholders who wish to tender Equity Shares in the Buy Back. For the purposes of the Buy Back, NSE is appointed as the designated stock exchange ("Designated Stock Exchange"). Once the Buy Back is concluded, all Equity Shares purchased by the Company in the Buy Back will be extinguished in terms of the SEBI Buy Back Regulations.

1.7. In terms of the SEBI Buy-Back Regulations, under tender offer route, the members of the Promoter Group and persons in control of the Company have the option to participate in the Buyback. In this regard, VLS Capital Limited (a member of the Promoter Group), vide their letter dated November 20, 2025 expressed their intention to participate and tender upto 1,00,000 (One Lakh) equity shares in the buyback and also undertaken to comply with the Minimum Public Shareholding (MPS) requirements even after the Buyback. Save and except VLS Capital Limited, none of the other members of the Promoter Group and persons in control of the Company have expressed their intention to participate in the Buyback or tender Equity Shares based on their entitlement.

1.8. Further, under the Act, the number of Equity Shares that can be bought back during the financial year shall not exceed 25% of the total number of Equity Shares in the paid up Equity Share Capital of the Company. Accordingly, the number of Equity Shares that can be bought back during the financial year cannot exceed 85,02,560 (Eighty Five Lakhs Two Thousand Five Hundred and Sixty) Equity Shares being 25% of 3,40,10,241 (Three Crores Forty Lakhs Ten Thousand Two Hundred and Forty One) Equity Shares of face value of ₹10/- (Rupees Ten Only) each, being the outstanding number of fully paid up Equity Shares of the Company as on March 31, 2025. Since the Company proposes to Buy Back up to 26,31,578 ("Twenty Six Lakhs Thirty One Thousand Five Hundred And Seventy Eight") Equity Shares, the same is within the aforesaid limit. Further, proposed Buy Back of Equity Shares of up to 26,31,578 ("Twenty Six Lakhs Thirty One Thousand Five Hundred And Seventy Eight") represents about 7.74% of the total number of Equity Shares in the total paid up Equity Share capital of the Company as on the date of Public Announcement.

1.9. Pursuant to the proposed Buy Back and depending on the response to the Buy Back, the voting rights of the Promoters in the Company may increase from their existing shareholding in the total equity capital and voting rights of the Company. The Promoters of the Company are already in control over the Company and therefore such further increase or decrease in voting rights of the Promoters will not result in any change in control over the Company.

1.10. Participation in the Buyback by Eligible Shareholders will trigger tax on the consideration received on Buyback by them. Finance (No.2) Act, 2024 has made amendments in relation to buy-back of shares w.e.f. October 1, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back by the company shall be treated as capital loss in the hands of the shareholder and allowed to be carry forward and set off against capital gains as per the provisions of the Income Tax Act, 1961 (ITA). The Company is required to deduct tax at source at 10% under section 194 of the ITA in respect of the consideration payable to Resident shareholders on Buyback of the shares. In respect of consideration payable to Non-resident shareholders, tax shall be withheld at the rate of 20% (plus applicable surcharge and cess) as per the ITA or as per the rate in the respective tax treaty, whichever is beneficial subject to availability of prescribed documents by such non-residents. Since the Buyback of shares shall take place through the settlement mechanism of the stock Exchange, it will be subject to securities transaction tax. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.11. The Buyback of Equity Shares from shareholders who are persons resident outside India, including non-resident Indians, foreign nationals, qualified institutional buyers including foreign portfolio investors and foreign corporate bodies (including, erstwhile overseas corporate bodies) etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999, as amended, Income Tax Act, 1961 ("ITA") and the rules, regulations framed thereunder.

1.12. A copy of this Public Announcement is available on the website of the Company at www.vlsfinance.com, the Manager to the Buyback at www.newberry.in, the Registrar to the Buyback at www.rcmdelhi.com and expected to be available on the SEBI website www.sebi.gov.in and on the website of the Stock Exchanges at www.nseindia.com and www.bseindia.com during the period of the Buy Back.

2. NECESSITY OF THE BUYBACK

2.1. The Buyback is expected to achieve the following objectives:

- 2.1.1. optimise return to shareholders;
- 2.1.2. Enhance overall shareholders value; and
- 2.1.3. optimise the capital structure.

2.2. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

2.3. The Buy Back gives an option to the shareholders holding Equity Shares of the Company, to either (i) choose to participate and get cash in lieu of Equity Shares to be accepted under the Buy Back Offer or (ii) choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buy Back Offer, without additional investment.

3. **MAXIMUM AMOUNT REQUIRED FOR BUY BACK, ITS PERCENTAGE OF THE TOTAL PAID-UP EQUITY SHARE CAPITAL AND FREE RESERVES AND THE SOURCE OF FUNDS FROM WHICH BUY BACK WOULD BE FINANCED**

3.1. The maximum amount required under the Buy Back will not be exceeding ₹99,99,99,640 (Rupees Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Six Hundred and Forty) excluding transaction costs incurred or to be incurred for the Buy Back, being 5.84% and 5.52% of the aggregate of the total paid-up Equity Share capital and Free Reserves of the Company based on the latest Standalone and Consolidated Audited Financial Statements of the Company respectively as at March 31, 2025 (being the date of the latest available Audited Standalone and Consolidated Financial Statements of the Company).

3.2. The Buy Back would be made out of free reserves of the Company. The Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law a sum equal to the nominal value of the Equity Shares bought back through the Buy Back to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet. The payments shall be made out of the Company's current surplus and/or liquid investments and/or quoted equity shares and/or cash available from internal resources of the Company (and not from any borrowed funds) and on such terms and conditions as the Board/Buyback Committee may decide from time to time at its absolute discretion. The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall be not more than twice the paid-up Equity Share capital and Free Reserves after the Buy Back and that it has got sufficient source to pay-off the consideration towards the Buy Back and would not borrow funds for the said purpose.

4. **BUY BACK PRICE AT WHICH SHARES ARE PROPOSED TO BE BOUGHT BACK AND BASIS OF DETERMINING THE BUY BACK PRICE**

4.1. The Equity Shares of the Company are proposed to be bought back at a buy back price of ₹380/- (Rupees Three Hundred and Eighty only) per Equity Share. The Buy Back Price has been arrived at after considering various factors including but not limited to the volume weighted average prices of the Equity Shares traded on the NSE and BSE where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buy Back on the earnings per share.

4.2. The Buy Back Price represents:

- Premium of 72.61% and 72.41% to the volume weighted average market price of the Equity Share on NSE and BSE respectively, during the three months preceding the **November 15, 2025** i.e. date of intimation to the Stock Exchanges ("Intimation date") for the Board Meeting to consider the proposal of the Buyback.
- Premium of 81.37% and 80.72% over the volume weighted average market price of the Equity Shares on NSE and BSE respectively, for two weeks preceding the Intimation Date.
- Premium of 80.73% and 81.95% over the closing price of the Equity Shares on NSE and BSE respectively, as on the Intimation Date.
- Premium of 80.73% and 81.95% over the closing price of the Equity Share on NSE and BSE respectively, as on November 14, 2025, which is a day preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback.

4.3. The Board/Buy Back Committee may, 1 (one) working day prior to the Record Date, increase the Buy Back Price and decrease the number of Equity Shares proposed to be bought back under the Buy Back, such that there is no change in the Buy Back Size, in terms of Regulation 5(via) of the SEBI Buy Back Regulations.

5. MAXIMUM NUMBER OF SHARES THAT THE COMPANY PROPOSES TO BUY BACK

5.1. The Company proposes to buyback 26,31,578 ("Twenty Six Lakhs Thirty One Thousand Five Hundred And Seventy Eight") fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten only) each of the Company or lesser, depending upon the final buy back price determined by the Board/Buyback Committee in terms of Regulation 5(via) of the SEBI Buy Back Regulations. Further, proposed Buy Back of Equity Shares of up to 26,31,578 ("Twenty Six Lakhs Thirty One Thousand Five Hundred And Seventy Eight") represents 7.74% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company as on the date of Public Announcement and 7.74% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company as on March 31, 2025, which is within 25% of total number of outstanding Equity Shares of the Company.

6. METHOD TO BE ADOPTED FOR THE BUY BACK

6.1. The method to be adopted for the purpose of Buy Back shall be through the Tender Offer route through Stock Exchange mechanism as prescribed under the SEBI Buy Back Regulations and circulars issued thereunder, including the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars or such other mechanism, for the Buy Back through Tender Offer route, which may be applicable.

7. DETAILS OF SHAREHOLDING OF PROMOTER AND PROMOTER GROUP, DIRECTORS, KEY MANAGERIAL PERSONNEL AND PERSON IN CONTROL OF THE COMPANY AND DETAILS OF TRANSACTIONS IN THE EQUITY SHARES

7.1. The aggregate shareholding in the Company of (a) Promoters and the members of the Promoter Group and persons in control of the Company; (b) directors/ trustees / partners of the Promoter Group companies / entities; (c) Directors and Key Managerial Personnel of the Company, as on the date of the Board Meeting, i.e., November 22, 2025 is as follows:

7.1.1. Aggregate shareholding of the Promoters and the members of the Promoter Group and persons in control of the Company in the Company as on the date of the Board Meeting i.e., November 22, 2025, is as follows:

S. No.	Name	Entity Type	As on date of Board Meeting		As on date of Public Announcement	
			No. of Equity Shares	% Shareholding	No. of Equity Shares	% Shareholding
1.	Ms. Divya Mehrotra [®]	Promoter Group	5,41,393	1.59%	5,41,393	1.59%
2.	Mahesh Prasad Mehrotra (HUF)	Promoter Group	19,84,262	5.83%	19,84,262	5.83%
3.	Ms. Sadhana Mehrotra	Promoter Group	8,84,691	2.60%	8,84,691	2.60%
4.	Mahesh Prasad Mehrotra [®]	Promoter	1	0.00%	1	0.00%
5.	Ms. Daya Mehrotra	Promoter Group	-	-	-	-
6.	VLS Capital Limited ⁽¹⁾	Promoter Group	1,33,36,538	39.21%	1,33,36,538	39.21%
7.	VLS Commodities Private Limited ⁽²⁾	Promoter Group	4,57,768	1.35%	4,57,768	1.35%
8.	South Asian Enterprises Limited ⁽³⁾	Promoter Group	1,500	0.00%	1,500	0.00%
9.	Pragati Moulders Limited ⁽⁴⁾	Promoter Group	-	-	-	-
10.	Mr. Vikas Mehrotra [®]	Promoter Group	4,85,783	1.43%	4,85,783	1.43%
	Total		1,76,91,936	52.02%	1,76,91,936	52.02%

(1) Directors of VLS Capital Limited are:

1. Mr. Adesh Kumar Jain
2. Mr. Anoop Mishra
3. Mr. Tej Bhan Gupta
4. Mr. Kishan Kumar Soni
5. Mr. Rajesh Jhalani
6. Mr. Keshav Tandan

(2) Directors of VLS Commodities Private Limited are

1. Mr. Kishan Kumar Soni
2. Mr. Suresh Kumar Agarwal
3. Mr. Subhash Chandra Jain
4. Mr. Rajesh Jhalani

(3) Directors of South Asian Enterprises Limited are

1. Mr. Adesh Kumar Jain
2. Mr. Prem Narain Parashar
3. Dr (Mrs.) Neeraj Arora
4. Mr. Tej Bhan Gupta
5. Mr. Anupam Mehrotra
6. Mr. Abhinav Shobhit

(4) Directors of Pragati Moulders Limited are

1. Mr. Keshav Tandan
2. Mr. Subhash Chandra Jain
3. Mr. Pradeep Kumar Sharma

@ Since deceased, the shares held by Mr. Mahesh Prasad Mehrotra- Promoter, Ms. Divya Mehrotra and Mr. Vikas Mehrotra- constituents of the Promoter Group of the Company are yet to transmitted to their respective legal heir(s) as on 22 November 2025.

7.1.2. Except as disclosed below, none of the Directors of the Promoter and Promoter Group entities other than Common Directors whose disclosures have been made in Column 7.1.3 hereinafter, hold any equity shares of the Company in the Company as on the date of the Board Meeting i.e., November 22, 2025:

S. No.	Name	Designation	As on date of Board Meeting		As on date of Public Announcement	
			No. of Equity Shares	% Shareholding	No. of Equity Shares	% Shareholding
1.	Mr. Tej Bhan Gupta	Managing Director- VLS Capital Ltd. & South Asian Enterprises Ltd.	2	-	2	-
2.	Mr. Rajesh Jhalani	Independent Director- VLS Commodities Pvt. Ltd. & Director- VLS Capital Ltd.	1	-	1	-
3.	Mr. Pradeep Kumar Sharma	Director- Pragati Moulders Ltd.	3	-	3	-
	Total		6	-	6	-

7.1.3. Except as disclosed below, none of the Directors and Key Managerial Persons of the Company together with relatives hold any equity shares of the Company in the Company as on the date of the Board Meeting i.e., November 22, 2025:

S. No.	Name	Designation	As on date of Board Meeting		As on date of Public Announcement	
			No. of Equity Shares	% Shareholding	No. of Equity Shares	% Shareholding
1	Mr. Adesh Kumar Jain	Non-Executive - Independent Director- Shareholder Director	8,500	0.025	8,500	0.025
2	Mr. Suresh Kumar Agarwal	Managing Director	2	-	2	-
3	Mr. Kishan Kumar Soni	Director-Finance & CFO	2	-	2	-
	Total		8,504	0.025	8,504	0.025

7.1.4. No Equity Shares of the Company have been purchased/sold by Promoters and Promoter Group, Directors, Key Managerial Personnel and persons who are in control of the Company during a period of Six (6) months preceding the date of the Board Meeting at which the buyback was proposed and from the date of the Board Meeting i.e. November 22, 2025 till the date of the Public Announcement.

8. INTENTION OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN THE BUYBACK:

8.1. In terms of the SEBI Buyback Regulations, the Promoters and Promoter Group and persons in control have the option to participate in the Buyback. In this regard, VLS Capital Limited (a member of the Promoter Group), vide their letter dated November 20, 2025 expressed their intention to participate and tender upto 1,00,000 (One Lakh) equity shares in the buyback and also undertaken to comply with the Minimum Public Shareholding (MPS) requirements even after the Buyback. VLS Capital Limited currently holds 1,33,36,538 (One Crore Thirty Three Lakhs Thirty Six Thousand Five Hundred and Thirty Eight) equity shares comprising 39.21% of total paid up capital of the Company. Pursuant to the Buyback and depending upon the response to the Buyback (assuming full acceptance) in case there is an increase in voting rights of the Promoters and Promoter Group and persons in control beyond 75%, necessary steps will be taken to reduce their shareholding in accordance with the provisions contained under Rule 19A of the Securities Contract (Regulation) Rules, 1957 and the Listing Regulations.

8.2. Save and except VLS Capital Limited, none of the other members of the Promoter Group and persons in control of the Company have expressed their intention to participate in the Buyback or tender Equity Shares based on their entitlement.

8.3. The details of the date and price of the acquisition of the equity shares by VLS Capital Limited who intend to participate in the Buyback are given below:

S. No.	Date of Acquisition	Nature of Transaction	Face Value (₹)	No. of Shares Acquired	Mode of Consideration	Transfer Price (₹)
1	November 6, 1992	Transfer (Acquisition)	10	1,00,000	Cash	10

9. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUY BACK REGULATIONS AND THE ACT

The Company confirms that:

9.1. All Equity Shares for Buy Back are fully paid-up;

9.2. The Company shall not issue any Equity Shares or other securities from the date of the Board Meeting including by way of bonus issue till the expiry of the Buy Back period i.e. date on which the payment of consideration to shareholders whose shares have been accepted in the Buy Back is made in accordance with the Act and the SEBI Buy Back Regulations;

9.3. The Company shall not raise further capital for a period of one year from the expiry of the Buy Back period i.e. the date on which the payment of consideration to shareholders whose shares have been accepted in the Buy Back Offer is made except in discharge of subsisting obligations;

9.4. The Company shall not Buy Back its Equity Shares or other specified securities from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buy Back;

9.5. The Buy Back Size i.e. ₹99,99,99,640 ("Rupees Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Six Hundred and Forty") does not exceed 25% of the aggregate paid-up Equity Share capital and free reserves (including securities premium account) as per the latest available Standalone and Consolidated Audited Financial Statements of the Company as on March 31, 2025;

9.6. The maximum number of Equity Shares proposed to be bought back under the Buy Back will not exceed 25% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company;

9.7. There are no pending schemes of amalgamation or compromise or arrangement pursuant to the Act ("Scheme") involving the Company, and no public announcement of the Buy Back shall be made during pendency of any such Scheme;

9.8. The Company shall not make any further offer of Buy Back within a period of one year reckoned from the expiry of the Buy Back period i.e. date on which the payment of consideration to shareholders whose shares have been accepted in the Buy Back Offer is made;

9.9. The Company shall not withdraw the Buy Back Offer after the public announcement of the Buy Back Offer is made;

9.10. The Company shall comply with the statutory and regulatory timelines in respect of the Buy Back in such manner as prescribed under the Act and/or the SEBI Buy Back Regulations and any other applicable laws;

9.11. The Company shall not utilize any money borrowed from banks or financial institutions for the purpose of Buy Back of its Equity Shares;

9.12. The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Act;

9.13. There are no defaults in the re-payment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;

9.14. The Company will not Buy Back Equity Shares which are locked-in or nontransferable, until the pendency of such lock-in, or until the Equity Shares become transferable, as applicable, during the period between the date of opening and closing of the Buy Back Offer;

9.15. The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buy Back shall not be more than twice its paid-up capital and free reserves, based on the latest available, Audited Standalone and Consolidated Financials of the Company as on March 31, 2025, whichever sets out a lower amount;

9.16. The Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buy Back to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

9.17. The Buyback shall be completed within a period of one year from the date of passing of the resolution by the Board; The exact time table for the Buy Back shall be decided by the Buy Back Committee within the above time limits;

9.18. The Equity Shares bought back by the Company will be compulsorily extinguished and will not be held for re-issuance;

9.19. The Company shall not directly or indirectly purchase its own Equity Shares or other specified securities:

- a) through any subsidiary company including its own subsidiary companies; and
- b) through any investment company or group of investment companies;

9.20. The Equity Shares bought back by the Company will be extinguished and/or physically destroyed as may be applicable in the manner prescribed under the SEBI Buy Back Regulations and the Act within 7 (seven) working days of the date of payment of consideration to Eligible Shareholders who have tendered the Equity Shares under the Buy Back Offer;

9.21. As per Regulation 24(i)(e) of the SEBI Buy Back Regulations, the Promoter and members of Promoter Group, and/or their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoter and members of Promoter group) from the date of the passing of the board resolution till the date of closing of the Buy Back Offer, other than participation in the Buy Back;

9.22. The statements contained in all the relevant documents in relation to the Buy Back shall be true, material and factual and shall not contain any mis-statements or misleading information;

9.23. The Company shall Buy Back Equity Shares held in physical form from Eligible Shareholders in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020;

9.24. The Buy Back shall not result in delisting of the Equity Shares from the Stock Exchanges;

9.25. The Buy Back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;

9.26. The Company shall not Buy Back out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities;

9.27. As per Regulation 5(i)(c) and Schedule I(xii) of the SEBI Buy Back Regulations, it is confirmed that there is no breach of any covenants as per the lenders agreements on the loans taken and the consent of the lenders in this regard has been obtained by the Company;

9.28. The letter of offer with the tender form shall be dispatched to Eligible Shareholders within 2 (two) working days from the Record Date.

10. CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY

The Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and, after taking into account the financial position of the Company, has formed the opinion that:

10.1. Immediately following the date of the Board Meeting i.e. November 22, 2025, there will be no grounds on which the Company could be found unable to pay its debts;

4. The preparation of the Statement in compliance with the proviso to section 68(2)(b) of the Act and the proviso to regulation 5(i)(b) of the Buyback Regulations and compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible Capital Payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from that date. The Board of Directors are also responsible for ensuring that the Company complies with the requirements of the Act and SEBI Buyback Regulations.

Auditor's Responsibility

6. Pursuant to the requirements of the Act and SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance that:

- We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2025.
- the amount of permissible capital payment as stated in Annexure A has been properly determined considering the annual audited standalone and consolidated financial statements as at March 31, 2025, in accordance with the provisions of Section 68(2)(b) of the Act and the SEBI buyback regulations;
- the Board of Directors of the Company at their meeting held on November 22, 2025 have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date where at the proposed buyback is approved.

7. The audited standalone and consolidated financial statements as at March 31, 2025, referred to in paragraph 6(i) above, have been audited by us on which we issued an unmodified audit opinion vide our reports dated 27th May 2025. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The said audit was not planned and performed in connection with any transaction to identify matters that may be of potential interest to third parties.

8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

10. Based on our examination as above, and the information and explanations given to us, we report that:

- We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2025, which have been approved by the Board of Directors of the Company on 27th May 2025.
- The amount of permissible capital payment for proposed buyback of the equity shares as computed in the Statement attached herewith as Annexure A, in our view has been properly determined in accordance with the provisions of Section 68(2)(b) of the Act and Regulation 5(i) of the SEBI Buyback Regulations.
- The Board of Directors at their meeting held on November 22, 2025, have formed their opinion as specified in clause (x) of Schedule I of the SEBI Buyback Regulations on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent (as defined in the management's responsibility above) within a period of one year from that date.

Restriction on Use

11. The Report has been issued at the request of the Company solely for the use of the Company (i) in connection with the proposed buyback of the equity shares of the company as mentioned in Paragraph 2 above (ii) to enable the Board of Directors of the Company to include in the Public Announcement and other documents pertaining to Buyback to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies, the National Securities Depository Limited and the Central Depository Securities (India) Limited and any other regulatory authority as per applicable law. This report can also be provided to the manager to buy back in connection with the proposed buyback of the equity shares of the Company for onwards submission to relevant authorities in pursuance of Section 68 and other applicable provisions of the Act and the Buyback Regulation and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For M/s. Agiwal & Associates

Chartered Accountants
ICAI Firm Registration Number: 000181N

CA Chandmal Khandelwal
Partner
Membership No.: 037956
Place: New Delhi
Date: November 22, 2025
UDIN: 25037956BML1HR9429

Annexure A - Statement of permissible capital payment

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the proviso to Section 68(2)(b) of the Companies Act, 2013 ("the Act") and the proviso to Regulation 5(i)(b) of the Securities and Exchange Board of India (buy-back of securities) Regulations, 2018, as amended, based on annual audited Standalone and Consolidated Financial Statements as at and for the year ended March 31, 2025.

Particulars		Amount (Rs in lakhs)	
		Standalone	Consolidated
Paid up Equity Share Capital as on March 31, 2025 - 3,40,10,241 equity shares of Rs. 10/- each, fully paid (excluding Forfeited shares: 4,67,500)	(A)	3,413.25	3,413.25
Free Reserves as on March 31, 2025 ⁽²⁾			
(i) General reserve		2,968.84	3573.29
(ii) Securities Premium		474.34	474.34
(iii) Retained earnings		1,64,389.23	1,73,780.95
Total Free Reserves	(B)	1,67,832.41	1,77,828.58
Total Paid up capital & Free Reserve	C= (A+B)	1,71,245.66	1,81,241.83
Maximum amount permissible towards buy back of equity shares in accordance with the proviso to Section 68(2)(b) of the Companies Act, 2013 read with proviso to Regulation 5(i) (b) of the buy-back Regulations (10% of paid-up equity capital and free reserves).	C*10%	17,124.57	18,124.18
Lower of Two	D		17,124.57

Note:

- The amount of paid-up equity share capital and free reserves as at March 31, 2025 have been accurately extracted from the latest audited annual Standalone and Consolidated Financial Statements as at and for the year ended March 31, 2025.
- Considered as defined in section 2(43) read with section 68 and explanation II to Section 68 of the Companies Act, 2013. Accordingly, retained earnings are reduced to the extent of Rs 2,811.65 Lakhs and Rs 2,828.85 lakhs for standalone and consolidated Financial Statements respectively on account of fair value changes of certain assets & liabilities.

For and on behalf of Board of Directors

VLS Finance Limited
Signed for identification
As per our report of even date attached
For Agiwal & Associates
Chartered Accountants
(Firm Registration No.000181N)

S. K. Agarwal
Managing Director
DIN:00106763
Place: Delhi
Date: November 22, 2025

K.K. Soni
Director-Finance & CFO
DIN:00106037
Place: New Delhi

CA Chandmal Khandelwal
Partner
(Membership No. 037956)

Unquote

12. PRIOR APPROVAL FROM LENDERS

12.1. The Company has sanctioned facilities with lenders. As per Regulation 5(i)(c) and Schedule I(xii) of the SEBI Buyback Regulations, it is confirmed that there is no breach of any covenants as per the lenders agreements/ sanction letters on the loans sanctioned/taken and the consent of the lenders on the Buy Back has been obtained by the Company. Further, the Company has obtained such approvals as may be required from the lenders pursuant to the provisions of such facilities.

13. RECORD DATE & SHAREHOLDER ENTITLEMENT

13.1. As required under the SEBI Buyback Regulations, the Company has fixed Friday, December 12, 2025 as the record date (the "Record Date") for the purpose of determining the entitlement and the names of the equity shareholders who are eligible to participate in the Buy Back. The Equity Shares proposed to be bought back by the Company shall be divided into two categories viz. (a) reserved category for Small Shareholders and (b) the general category for all shareholders other than Small Shareholders.

13.2. As required under the SEBI Buyback Regulations, the dispatch of the letter of offer shall be through electronic mode in accordance with the provisions of the Act within 2 (two) working days from the Record Date. If the Company receives a request from any Eligible Shareholder to receive a copy of the letter of offer in physical form, the same shall be provided.

13.3. As defined in the SEBI Buyback Regulations, a "Small Shareholder" is an Eligible Shareholder who holds Equity Shares having market value, on the basis of closing price of the Equity Shares on the Stock Exchanges, having the highest trading volume in respect of such Equity Shares as on Record Date, of not more than ₹2,00,000/- (Rupees Two Lakhs only).

13.4. In accordance with Regulation 6 of the SEBI Buy Back Regulations, 15% of the number of Equity Shares which the Company proposes to Buy Back or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher shall be reserved for the Small Shareholders as part of this Buy Back.

13.5. On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each shareholder, including Small Shareholders, to tender their Equity Shares in the Buy Back. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder on the Record Date and the ratio of the Buy Back applicable in the category to which such shareholder belongs. The final number of shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder.

13.6. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the Buy Back by shareholders in that category, and thereafter from shareholders who have tendered over and above their entitlement in other category.

13.7. In accordance with Regulation 9(ix) of the SEBI Buy Back Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/folios do not receive higher entitlement under Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number ("PAN") shall be clubbed together for determining the category (Small Shareholder or General) and entitlement under the Buy Back. In case of joint shareholding, the Equity Shares held in cases where the sequence of PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding Physical Shares where sequence of PAN is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buy Back will check the sequence of the names of the joint shareholders and club together the Equity Shares held in such cases where the sequence of the PANs and the name of the joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN shall not be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have different demat account nomenclature based on information prepared by Registrar to the Buy Back as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of 'clearing members' or 'corporate body margin account' or 'corporate body-broker' as per the beneficial position data as on the Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

13.8. The participation of the Eligible Shareholders in the Buy Back is voluntary. Eligible Shareholders may opt to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buy Back, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buy Back, without any additional investment. Eligible Shareholders may tender a part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buy Back entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buy Back.

13.9. The maximum tender under the Buy Back by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholders as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender Equity Shares through that demat account cannot exceed the number of Equity Shares held in that respective demat account.

13.10. The Equity Shares tendered as per the entitlement by the Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buy Back Regulations. Eligible Shareholders will receive a letter of offer along with a tender offer form indicating the entitlement of the equity shareholder for participating in the Buy Back. Eligible Shareholders who have registered their email ids with the depositories/the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address or email id mentioned in this Public Announcement.

13.11. Participation in the Buyback by Eligible Shareholders will trigger tax on the consideration received on Buyback by them. Finance (No.2) Act, 2024 has made amendments in relation to buy-back of shares w.e.f. October 1, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back by the company shall be treated as capital loss in the hands of the shareholder and either be allowed to set off against the current or future eligible capital gains. The said capital loss can be carried forward for up to eight years as per the ITA provisions.

Tax Deduction at Source ("TDS") Resident Shareholders

(j) As per Section 194 of the ITA, the Company is required to deduct TDS on the buyback proceeds treated as dividend income at the following rates:

- At 10% - if the shareholder provides a valid and operative PAN.
- 20% - if PAN is not provided or inoperative, as per Section 206AA of the ITA

Exemption: No TDS is deducted for resident individual shareholders if the buyback and dividend proceeds paid or likely to be paid during the financial year do not exceed INR 10,000. Additionally, no TDS is deducted if resident individuals submit: 1) Form 15G (under Section 197A(1)) for individuals below 60 years, or 2) Form 15H (under Section 197A(1C)) for individuals aged 60 years or more, declaring that their total income, including buyback proceeds, is below the taxable threshold. Insurance/ Mutual Funds/ AIF/ NPS/ Other non-individual shareholders have to provide SEBI registered documents as specified under the ITA.

Lower TDS Certificate: If a shareholder provides a valid certificate under Section 197(1) of the ITA, TDS rate will be deducted at the rate specified in the certificate. Adequacy of Documents: The application of a TDS rate lower than 10% depends on the Company's satisfaction with the adequacy and completeness of the documents submitted by the resident shareholder.

For Non-Resident Shareholders

(ii) The Company shall deduct TDS on Buyback proceeds paid to non-resident shareholders at the following rates, unless a valid nil/lower rate deduction certificate under specified sections:

- 20% (plus applicable surcharge and cess) for other non-resident shareholders under Section 195 of the ITA.
- Double Taxation Avoidance Agreement (DTAA) Benefits: Non-resident shareholders may opt for lower tax rates under the applicable DTAA, subject to providing required documents to the Company (e.g., Form 10F, TRC, no Permanent Establishment declaration, PAN if available, and beneficial ownership declaration) and satisfying DTAA conditions, including Multilateral Instrument (MLI) anti-abuse measures.
- In case of foreign institutional investors and foreign portfolio investors, copy of SEBI registration certificate is required.

Others: TDS will be deducted at higher rate in case of non-filers of India tax return or non-linkage of PAN with Aadhaar

(iii) Since the Buyback of shares shall take place through the settlement mechanism of the stock Exchange, it will be subject to securities transaction tax. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

13.12. Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.

13.13. Detailed instructions for participation in the Buy Back (tender of Equity Shares in the Buy Back) as well as the relevant schedule of activities will also be included in the Letter of Offer to be sent in due course to the Eligible Shareholders as on the Record Date.

14. PROCESS & METHODOLOGY FOR BUYBACK

14.1. The Buy Back is open to all Eligible Shareholders/beneficial owners of the Company, holding Equity Shares either in physical and/or dematerialized form as on the Record Date. Any person who does not hold equity shares of our Company on the Record Date will not be eligible to participate in the Buy Back and shares tendered by such person(s) shall be rejected.

14.2. The Buy Back shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified vide SEBI Circulars and following the procedure prescribed in the Act and the SEBI Buy Back Regulations, and as may be determined by the Board (including the Buy Back Committee authorized to complete the formalities of the Buy Back) and on such terms and conditions as may be permitted by law from time to time.

14.3. For implementation of the Buy Back, the Company has appointed Globe Capital Market Limited as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buy Back and through whom the purchases and settlements on account of the Buy Back would be made by the Company. The contact details of the Company's Broker are as follows:

Globe Capital Market Limited
Address: 609, Ansal Bhawan, 16 K.G. Marg, New Delhi 110001

Tel: 011 30412345

Email: compliance@globecapital.com

Website: www.globecapital.com

SEBI Registration No.: INZ000177137

CIN: U74100DL1985PLC021350

14.4. The Company has requested NSE, designated stock exchange ("Designated Stock Exchange/Stock Exchange") to provide the separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buy Back. The details of the platform will be specified by the Designated Stock Exchange from time to time. The Company/ Registrar to the Buy Back shall provide the entitlement of Eligible Shareholder to NSE Clearing Limited ("Clearing Corporation").

14.5. In the event Seller Member(s) are not registered with the Designated Stock Exchange (i.e. NSE) or if the Eligible Shareholders do not have any stock broker then that Eligible Shareholders can approach any stock broker registered with the NSE (with whom they do not have an account) and can make a bid by using quick unique client code ("UCC") facility through that stock broker registered with the NSE after submitting the details as may be required by the stock broker to be in compliance with the SEBI Buy Back Regulations. In case Eligible Shareholders are not able to bid using UCC facility through any other stock broker registered with the Designated Stock Exchange, then the Eligible Shareholders may approach Company's Broker, to bid by using UCC facility after submitting requisite documents as required to complete the know your client ("KYC") requirements.

14.6. At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Members can enter orders for Equity Shares held by Eligible Shareholders in dematerialised form and physical form. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after the Eligible Shareholder have completed their KYC requirement as required by the Company's Broker.

14.7. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

14.8. The cumulative quantity of Equity Shares tendered shall be made available on the website of the Stock Exchanges throughout the trading session and will be updated at specific intervals during the tendering period.

14.9. The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines for remittance of funds shall be made by the Eligible Shareholder and/or the Seller member through which the Eligible Shareholder places the bids.

14.10. Further, the Company will not accept shares tendered for Buy Back which under restraint order of the court/any other competent authority for transfer/sale and/or the title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process or per the provisions of law or otherwise. The Company will not Buy Back Equity Shares, which are locked-in or non-transferable, until the pendency of such lock-in, or until the Equity Shares become transferable, as applicable, during the period between the date of opening and closing of the Buy Back Offer.

14.11. Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form:

- Eligible Shareholders who desire to tender their Equity Shares in the electronic/ dematerialized form under Buy Back would have to do so through their respective Seller Member by giving the details of Equity Shares they intend to tender under the Buy Back.
- The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buy Back using the Acquisition Window of the Designated Stock Exchange. For further details, Eligible Shareholders may refer to the circulars issued by Designated Stock Exchange or Clearing Corporation.
- The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or Clearing Corporation.

d. The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholders for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the shareholder shall be provided by the depositories to Clearing Corporation. In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter Depository Tender Offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member or Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e. transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.

e. For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian participant shall either confirm or reject the orders not later than closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all custodian participant confirmed orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

f. Upon placing the bid, the Seller Member(s) shall provide Transaction Registration Slip ("TRS") generated by the Stock Exchange' bidding system to the Eligible Shareholder on whose behalf the bid has been placed. TRS will contain details of order submitted like bid ID No., application number, DP ID, client ID, number of Equity Shares tendered, etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

g. The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked, in case of releasing of lien on Equity Shares due to rejections or due to non-acceptance of Equity Shares under the Buy Back. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buy Back of Equity Shares by the Company. In case the Clearing Corporation is unable to make the direct payment into Eligible Shareholders demat linked bank account then the respective payment will be made to their Seller Member for further depositing into Eligible Shareholders account.

14.12. Procedure to be followed by Eligible Shareholders holding Equity Shares in the physical form:

a. All Eligible Shareholders holding the Equity Shares in physical form shall note that in accordance with the proviso to regulation 40(1) of the SEBI Listing Regulations (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), read with SEBI's press release dated December 3, 2018, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository with effect from April 1, 2019. However, in accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, the Eligible Shareholders holding Equity Shares in the physical form are allowed to tender their Equity Shares in the Buy Back provided that such tendering shall be as per the provisions of the SEBI Buy Back Regulations and terms provided in the letter of offer.

b. Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buy Back will be required to approach their respective Seller Members along with the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s) (ii) valid share transfer form(s) (i.e., form SH-4) duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company (iii) self-attested copy of the Eligible Shareholder's PAN Card (iv) the Tender Form duly signed (in case the Equity Shares are in joint names, the Tender Form must be signed by all Eligible Shareholders in the same order in which they hold the Equity Shares) and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of an Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, such Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

c. Based on the documents mentioned in paragraph above, the concerned Seller Member shall place the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Buy Back using the Acquisition Window of the Designated Stock Exchange. Upon placing the bid, the Seller Member shall provide a TRS generated by the Designated Stock Exchange' bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like Folio No., application no., Certificate No., Distinctive No., number of Equity Shares tendered etc.

d. After placing the bid, the Seller Member of the Eligible Shareholder shall deliver the original share certificate(s) and documents (as mentioned in paragraph 14.12(b) above along with TRS either by registered post or courier or hand delivery to Registrar to the Buy Back (at the address mentioned at paragraph 16 below) on or before the Buy Back closing date. The envelope should be superscribed as "VLS Finance Limited – Buy Back 2025". One copy of the TRS will be retained by Registrar to the Buy Back and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.

e. Eligible Shareholder holding Equity Shares in physical form should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for the Buy Back shall be subject to verification as per the SEBI Buy Back Regulations and any further directions issued in this regard. The Registrar to the Buy Back will verify such bids based on the documents submitted on a daily basis. The verification of the original share certificate(s) will be completed on the date of receipt by the Registrar to the Buy Back. Once the Registrar to the Buy Back confirms the bids, it will be treated as "confirmed bids".

f. All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate(s) enclosed with the Tender Form instead of the Equity Share certificate(s) of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar to the Buy Back does not receive the Equity Share certificate(s); (iv) In case the signature on the Tender Form and Form SH-4 does not match as per the specimen signature recorded with Company/ Registrar to the Buy Back.

g. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buy Back before the closing of trading hours on the date of closing of Buy Back.

h. For Equity Shares held by Eligible Shareholders, being non-resident shareholders:

i. Eligible Shareholders, being non-resident shareholders (excluding foreign institutional investors/ foreign portfolio investors) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.

ii. In case the Equity Shares are held on repatriation basis, the non-resident shareholder shall obtain and enclose a letter from its authorised dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident shareholder from the appropriate account (e.g. non-resident external account) as specified by RBI in its approval. In case the non-resident shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the non-resident shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity shares accepted under the Buy Back.

iii. If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy Back are liable to be rejected.

14.13. Modification/cancellation of orders will be allowed during the tendering period of the Buy Back. Multiple bids made by a single Eligible Shareholder shall be clubbed and considered as "one" bid for the purpose of acceptance.

14.14. The website of the Designated Stock Exchange shall display only confirmed bids and accordingly, the cumulative quantity tendered shall be made available on the website of the Designated Stock Exchange (i.e. www.nseindia.com) throughout the trading sessions and will be updated at specific intervals during the tendering period.

14.15. Method of Settlement

Upon finalization of the basis of acceptance as per the SEBI Buy Back Regulations:

a. The settlement trades shall be carried out in the manner similar to settlement of trades in secondary market.

b. The Company will pay the consideration to the Company's Broker which will transfer the funds pertaining to the Buy Back to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buy Back, the Clearing Corporation will make direct funds payout to the respective Eligible Shareholder's bank account linked to the demat account. If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/an Eligible Shareholder's Bank, due to any reason, then such funds will be transferred to the concerned Seller Members settlement bank account for onward transfer to their respective shareholders.

c. In case of certain types of Eligible Shareholder i.e., NRI, foreign clients, etc. where there are specific RBI and other regulatory requirements pertaining to funds payout, which do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Members settlement bank account for onward transfer to the Eligible Shareholders. For this purpose, the client type details would be collected from the Registrar to the Buy Back whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by NSE and the Clearing Corporation from time to time.

d. The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company opened for Buy Back ("Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Designated Stock Exchange.

e. The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked, in case of releasing of lien on Equity Shares due to rejections or due to non-acceptance of Equity Shares under the Buy Back. Further, Eligible Shareholders will have to ensure that they keep

- f. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders, lien on such shares would be released by the Clearing Corporation and shall become free in the respective Eligible Shareholder's DP account.
- g. In the case of inter-depository, the Clearing Corporation will cancel the excess or unaccepted shares in target depository. The source depository will not be able to release the lien without a release of Inter Depository Tender (IDT) Offer message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from the Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/ release excess or unaccepted block shares in the demat account of the Eligible Shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/ message received from target depository to the extent of accepted bid shares from Eligible Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- h. Any excess physical Equity Shares pursuant to proportionate acceptance/ rejection will be returned back to the Eligible Shareholder directly by the Registrar to the Buy Back. The Company is authorized to split the share certificate and issue a new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buy Back by Eligible Shareholders holding Equity Shares in the physical form.

- i. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buy Back.
- j. Eligible Shareholders who intend to participate in the Buy Back should consult their respective Seller Member for any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member upon the selling shareholders for tendering Equity Shares in the Buy Back (secondary market transaction). The Buy Back consideration received by the Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders. The Seller Member(s) would issue contract note to Eligible Shareholders for the Equity Shares accepted under the Buy Back.

14.16. The Equity Shares lying to the credit of the Company's Demat Account and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buy Back Regulations.

15. REJECTION CRITERIA

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

- 15.1. **For Eligible Shareholders holding shares in the dematerialized form if:**
 - i. The Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
 - ii. In the event of non-receipt of the completed tender form and other documents from the Eligible Shareholders who were holding physical Shares as on the Record Date and have placed their bid in demat form; or
 - iii. If there is a name mismatch in the dematerialized account of the Shareholder and the PAN; or
 - iv. Where exists any restraint order of a Court/any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

15.2. **For Eligible Shareholders holding Equity Shares in physical form if:**

The documents mentioned in the tender form and Equities holders holding Equity Shares in physical form are not received by the Registrar before the close of business hours to the Registrar on or before Buy-back Closing Date;

- i. There exists any restraint order of a court/any other competent authority for transfer/ disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists;
- ii. If there is any other company share certificate enclosed with the tender form instead of the share certificate of the Company;
- iii. If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
- iv. If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate;
- v. In the event the signature in the tender form and Form SH 4 do not match as per the specimen signature recorded with Company or Registrar.
- vi. If the PAN cards (self-attested) of the shareholder and all the joint holders, are not submitted with the form.

15.3. Non-resident shareholders

All non-resident Shareholders (excluding FIIs) should also enclose a copy of the permission received by them from the RBI to acquire the Equity Shares held by them in the Company. In case the Equity Shares are held on repatriation basis, the non-resident Shareholder should obtain and enclose a letter from its authorised dealer/ bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident Shareholder from the appropriate account as specified by RBI in its approval. In case the non-resident Shareholder is not in a position to produce the said certificate, the shares would be deemed to have been acquired on non-repatriation basis and in that case the Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid shares accepted under the Buyback. If any of the above stated documents (as applicable) are not enclosed along with the tender form, the Equity Shares tendered under the Buyback are liable to be rejected.

16. COMPLIANCE OFFICER

16.1. The Board at its meeting held on November 22, 2025 appointed Mr. H Consul, Company Secretary & Compliance Officer of the Company, as the Compliance Officer for the purpose of the Buy Back ("Compliance Officer"). Investors may contact the Compliance Officer for any clarifications or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays till the closure of the Buy Back, at the following address:

Mr. H. Consul,

Company Secretary & Compliance Officer

VLS Finance Limited

Regd. Office: Ground Floor, 90, Okhla Industrial Estate, Phase III, New Delhi – 110020.

Tel.: +91 11 46656666,

Email Id: hconsul@vlsfinance.com,

Website: www.vlsfinance.com.

17. REGISTRAR TO THE BUYBACK/INVESTOR SERVICE CENTER

17.1. In case of any queries, shareholders may also contact the Registrar to the Buy Back, during office hours i.e.

10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays till the closure of Buy Back, at the following address:

RCMC

RCMC Share Registry Private Limited

Contact Person: Mr. Murali Dharan Nair

Addr: B-25/1, Okhla Industrial Area, Phase -2, Near Rana Motors, New Delhi – 110020

Tel: 011-26387320

Fax: 011-26387322

Investor Grievance Email: investor.services@rcmcdelhi.com

Website: www.rcmcdelhi.com

SEBI Regn. No.: INR000000429

Validity Period: Permanent

CIN: U67120DL1950PTC001854

18. MANAGER TO THE BUYBACK



New Berry Capital Private Limited

Contact Person: Mr. Satish Mangutkar/ Mr. Ankur Sharma

Address: A-602, Marathon NextGen Innova, Level 6, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013

Tel: 022 4881 8446

Email: mb@newberry.in

Website: www.newberry.in

SEBI Regn. No.: INM000012999

Validity Period: Permanent

CIN: U67190MH2007PTC174445

19. DIRECTORS' RESPONSIBILITY

19.1. In terms of Regulation 24(i)(a) of the Buy-back Regulations, the Board accepts full and final responsibility for all the information contained in this Public Announcement or any other information, advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buyback and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of Board of Directors of VLS Finance Limited		
Sd/- Suresh Kumar Agarwal Managing Director DIN - 00106763	Sd/- Kishan Kumar Soni Director – Finance & CFO DIN - 00106037	Sd/- H. Consul Company Secretary & Compliance Officer ICSI Membership No:A11183

Date: November 24, 2025

Place: New Delhi