

**VLS FINANCE LIMITED**

CIN: L65910DL1986PLC023129

Registered Office &amp; 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 &amp; Compliance Officer; Email: hconsul@vlsfinance.com

**NOTICE TO ELIGIBLE SHAREHOLDERS – BUY BACK OF EQUITY SHARES**

VLS Finance Limited ("**Company**") has completed the dispatch of the Letter of Offer ("**Letter of Offer**") dated December 16, 2025, accompanied by Tender Forms, TDS Exemption Forms and SH-4, to Eligible Shareholders via electronic means on Tuesday, December 16, 2025. This communication was sent to shareholders who held equity shares as on the Record Date, Friday, December 12, 2025, and had registered their email addresses with the Company or Depositories

Further, in terms of Regulation 9 (ii) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("SEBI Buy Back Regulations"), as amended, if the Company or the Registrar to the Buy Back receives a request from any Eligible Shareholder to obtain physical copy of the Letter of Offer, the Company shall dispatch a copy of the Letter of Offer in physical form.

The Schedule of Buy Back is as follows:

Activity	Date	Day
Date of Opening of the Buy Back/Buy Back Opening Date	December 18, 2025	Thursday
Date of Closing of the Buy Back/Buy Back Closing Date	December 24, 2025	Wednesday
Last date of receipt of completed Tender Form and other specified documents by the Registrar to the Buy Back*	December 24, 2025 by 5:00 PM	Wednesday

\*For terms and conditions of Buy Back and other details, please refer Letter of Offer

For Detailed schedule of activities, please refer to the Letter of Offer. The details of the Buy Back entitlement ratio are as follows:

Category of Shareholders	Ratio of Buy Back (i.e. Buy Back Entitlement)**
<b>Reserved category for Small Shareholders</b>	39 (Thirty Nine) Equity Shares out of every 415 (Four Hundred and Fifteen) fully paid-up Equity Shares held on the Record Date
<b>General category for all other Eligible Shareholders</b>	151 (One Hundred and Fifty One) Equity Shares out of every 762 (Seven Hundred and Sixty Two) fully paid-up Equity Shares held on the Record Date

\*\*The ratio of Buy Back indicated above is approximate and provides an indication of the Buy Back Entitlement. Any computation of entitled Equity Shares using the above ratio of Buy Back may provide a slightly different number due to rounding-off. The actual Buy Back Entitlement for reserved category for Small Shareholders is 9.3975% and general category for all other Eligible Shareholders is 19.8162%. For further information on Ratio of Buyback as per the Buyback entitlement in each Category, please refer paragraph 21.5 on page no 42 of the Letter of Offer.

**ELIGIBLE SHAREHOLDERS CAN ALSO CHECK THEIR ENTITLEMENT ON THE WEBSITE OF THE REGISTRAR TO THE BUY BACK BY CLICKING THE FOLLOWING LINK: [http://www.rcmcdelhi.com/dropbox/vls\\_buyack\\_entitlement\\_2025.pdf](http://www.rcmcdelhi.com/dropbox/vls_buyack_entitlement_2025.pdf)**

The Letter of Offer including the Form of Acceptance-cum-Acknowledgement ("**Tender Form**") shall be available on the website of the Securities and Exchange Board of India at [www.sebi.gov.in](http://www.sebi.gov.in), on the website of the Company at [www.vlsfinance.com](http://www.vlsfinance.com), of the Manager to the Buy Back at [www.newberry.in](http://www.newberry.in), and of the Stock Exchanges at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com). Capitalised terms used in this Advertisement and not defined herein shall have the same meaning as ascribed in the LOF.

As per Regulation 24(i)(a) of the SEBI Buy Back Regulations, the Board of Directors of the Company ("**Board**") accepts responsibility for the information contained in this Letter of Offer and confirms that this Letter of Offer contains true, factual and material information and does not contain any misleading information.

This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on November 22, 2025 and by the Buy Back Committee on December 16, 2025.

**FOR AND ON BEHALF OF DIRECTORS OF VLS FINANCE LIMITED**

Sd/-	Sd/-	Sd/-
<b>Suresh Kumar Agarwal</b> Managing Director DIN : 00106763 Place: New Delhi	<b>Kishan Kumar Soni</b> Director Finance & CFO DIN : 00106037 Place: New Delhi	<b>H. Consul</b> Company Secretary & Compliance Officer ICSI Membership No.: A11183 Place: New Delhi

Date: December 16, 2025