



VLS FINANCE LIMITED

CIN: L65910DL1986PLC023129

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POST-BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF VLS FINANCE LIMITED

This Post-Buyback public announcement (the “Post Buyback Public Announcement”) is being made in compliance with Regulation 24(vi) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as amended from time to time (“SEBI Buyback Regulations”). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated November 24, 2025 published on November 25, 2025 (“Public Announcement”), the Letter of Offer dated December 16, 2025 (“Letter of Offer”) and Corrigendum to the Letter of Offer dated December 20, 2025 published on December 21, 2025 (“Corrigendum”).

Unless specifically defined herein, capitalised terms and abbreviations used herein have the same meaning as ascribed to them in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- VLS Finance Limited (“Company”) had announced a buyback of upto 26,31,578 (Twenty Six Lakhs Thirty One Thousand Five Hundred and Seventy Eight only) fully paid-up equity shares of face value of Rs.10/- each (“Equity Shares”) at a price of Rs.380/- (Rupees Three Hundred and Eighty only) per Equity Share (“Buyback Price”), payable in cash, for an aggregate amount of Rs.99,99,99,640/- (Rupees Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Six Hundred and Forty only) (“Buyback Offer Size”) from the Eligible Shareholders holding Equity Shares as on December 12, 2025 (“Record Date”) excluding the Transaction Costs from all the existing shareholders / beneficial owners of Equity Shares, on a proportionate basis, through the Tender Offer method (“Buyback” or “Buyback Offer”).
- The Buyback Offer Size constituted 5.84% and 5.52% of the aggregate of Company’s fully paid-up Equity share capital and free reserves as per the latest audited standalone and consolidated financial statements as on March 31, 2025, respectively, in accordance with section 68(2)(b) of the Companies Act, 2013 and the SEBI Buyback Regulations. The number of Equity Shares proposed to be bought back constituted 7.74% of the Pre-Buyback Equity Shares of the Company as on March 31, 2025.
- The Company adopted the “tender offer” method for the purpose of Buyback. The Buyback was implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by the Securities and Exchange Board of India vide its circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, including any amendments or statutory modifications for the time being in force. For the purposes of the Buyback, NSE was the designated stock exchange (“NSE”).
- The Tendering Period for the Buyback Offer started on Thursday, December 18, 2025 and ended on Wednesday, December 24, 2025.

2. DETAILS OF BUYBACK

- The total number of Equity Shares bought back by the Company in the Buyback were 26,31,578 (Twenty Six Lakhs Thirty One Thousand Five Hundred and Seventy Eight only) at the price of Rs. 380/- (Rupees Three Hundred and Eighty only) per Equity Share.
- The total amount utilized in the Buyback is Rs. 99,99,99,640/- (Rupees Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Six Hundred and Forty) excluding the transaction cost.
- The Registrar to the Buyback, RCMC Share Registry Private Limited, considered a total of 5,814 valid bids for 32,15,716 Equity Shares in response to the Buyback, which is approximately 1.22 times of the maximum number of Equity Shares proposed to be bought back. The details of bids received/considered by the Registrar to the Buyback are set out below.

Particulars	Number of Equity Shares available for Buyback (A)	Total no. of bids received in the category	Total Equity Shares bid for in the category (B)	Total valid Bids received in the category	Total valid Equity Shares received in the category** (C)	No. of times (total valid Equity Shares received in the category to the total no. of Equity Shares proposed to be bought back (C / A))
Small Shareholder Category	3,94,737	5,032	8,61,727	5,032	8,60,386	2.18
General Category	22,36,841	782	23,55,730	782	23,55,330	1.05
Not in Master file*	-	66	3,590	-	-	-
Total	26,31,578	5,880	32,21,047	5,814	32,15,716	1.22

* 66 bids for 3590 Equity Shares were not considered since they were not shareholders as on Record Date.

** Excludes excess bid by 37 shareholders for 1,341 Equity Shares under Reserved Category and excess bid by 2 shareholders for 400 Equity Shares under General Category which were over and above their shareholding as on Record Date hence such equity shares have not been considered for acceptance.

- All valid bids were considered for the purpose of Acceptance in accordance with the SEBI Buyback Regulations and the Letter of Offer. The communication of acceptance/rejection will be sent by Registrar to the Buyback to the Eligible Shareholders, on Friday, January 2, 2026 by email where the email id is registered with the Company or the depositories and physical intimation where email id is not available will be dispatched by Saturday, January 3, 2026.
- The settlement of all valid bids was completed by the NSE Clearing Limited (“Clearing Corporation”) on Wednesday, December 31, 2025. Clearing Corporation has made direct funds payout to Eligible Shareholders whose Equity Shares have been accepted under the Buyback. If any Eligible Shareholders’ bank account details were not available or if the funds transfer instruction was rejected by Reserve Bank of India or relevant bank, due to any reason, then such funds were transferred to the concerned Seller Members for onward transfer to such Eligible Shareholder holding Equity Shares in dematerialized form.
- Demat Equity Shares accepted under the Buyback were transferred to the Company’s demat escrow account on Wednesday, December 31, 2025. The unaccepted dematerialized Equity Shares were released from lien by the Clearing Corporation on December 31, 2025. No valid bid for Equity Shares in physical form was received in the Offer.
- The extinguishment of 26,31,578 Equity Shares accepted under the Buyback Offer is currently under process and will be completed in accordance with the SEBI Buyback Regulations on or before Monday, January 12, 2026.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN:

Particulars	Pre-Buyback	Post Buyback
Authorised Share Capital	₹ 1,50,00,00,000 (15,00,00,000 Equity Shares of Rs. 10 each)	₹ 1,50,00,00,000 (15,00,00,000 Equity Shares of Rs. 10 each)
Issued Subscribed and Paid-up Equity Capital	₹ 34,13,24,660* (3,40,10,241 Equity Shares)	₹ 31,50,08,880* (3,13,78,663 Equity Shares)#

- The capital structure of the Company pre and post Buyback is as under:

* Equity share capital amount includes ₹12.22 Lakhs being the amount forfeited on 4,67,500 equity shares.

Subject to extinguishment of 26,31,578 Equity Shares accepted in the Buyback.

S. No.	Name of the Shareholder	No. of Equity Shares accepted under Buyback	Equity Shares accepted as a % of the total Equity Shares bought back	Equity Shares accepted as a % of the total post Buyback share capital
-	-	-	-	-

- There are no Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares have been bought back under the Buyback.
- The shareholding pattern of the Company, prior to the Buyback (as of the Record Date, being December 12, 2025) and post the completion of the Buyback is

Particulars	Pre-Buyback		Post-Buyback#	
	Number of Shares	% to the existing Equity Share Capital	Number of Shares	% to the Post Buyback Equity Share Capital
Promoters and persons acting in concert (Collectively “the Promoter & Promoter Group”)	1,76,91,936	52.02%	1,76,91,836	56.38%
Foreign Investors (Including Non- Resident Indians, FIIs)	6,49,732	1.91%	1,36,86,827	43.62%
Financial Institutions/Banks & Mutual Funds promoted by Banks/Institutions and Insurance Companies	15,465	0.05%		
Others (Public, Public Bodies Corporate etc.)	1,56,53,108	46.02%		
Total	3,40,10,241	100.00%	3,13,78,663	100.00%

as follows:



- # Subject to extinguishment of 26,31,578 Equity Shares of the Company.
MANAGER TO THE BUYBACK OFFER

New Berry Capitals 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

5. DIRECTORS RESPONSIBILITY

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

FOR AND ON BEHALF OF DIRECTORS OF VLS FINANCE LIMITED		
Sd/-	Sd/-	Sd/-
Suresh Kumar Agarwal Managing Director DIN : 00106763 Place: New Delhi	Kishan Kumar Soni Director Finance & CFO DIN : 00106037 Place: New Delhi	H. Consul Company Secretary & Compliance Officer ICSI Membership No.: A11183 Place: New Delhi

Date: January 1, 2026

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