



VLS FINANCE LTD.

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

Tel. : 91-11-46656666

Fax : 91-11-46656699

Email : vls@vlsfinance.com

Web : www.vlsfinance.com

CIN : L65910DL1986PLC023129

November 22, 2025

To,

National Stock Exchange of India Ltd.

Exchange Plaza,

Bandra Kurla Complex,

Bandra (E),

Mumbai- 400051

BSE Limited

Listing Department

P.J. Towers, 1st Floor,

Dalal Street, Fort,

Mumbai – 400 001

Ref: Scrip Code: VLSFINANCE

Scrip Code: 511333

Dear Sir/ Madam,

Sub: Outcome of Board Meeting

Further to our intimation dated November 15, 2025 in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of VLS Finance Limited (the "Company") at its meeting held on November 22, 2025 has, inter alia, approved the following:

- Appointment of Shri Gaurav Goel (DIN: 00076111) as an Additional Director in the category of Non-Executive, Independent Director for the first term of five years subject to requisite approval(s). The required details are annexed herewith as an Annexure – I.

In accordance with the circular dated June 20, 2018 issued by the stock exchanges, it is hereby confirmed that Shri Gaurav Goel is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

- Approval of notice of postal ballot for obtaining the requisite approval of the members of the Company for Director appointed by the Board as envisaged under Regulation 17(1C) of the listing regulations and other provisions of the applicable law.
- Buyback of fully paid up equity shares of Face Value of Rs 10/- (Rupees Ten only) each up to 26,31,578 (Twenty Six Lacs Thirty One Thousand Five Hundred and Seventy Eight) Equity Shares of the Company for an aggregate amount not exceeding Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only) (hereinafter referred to as the "**Buyback Size**"), being about 7.71% of the total paid-up equity share capital, at a price of Rs. 380/- (Rupees Three Hundred Eighty only) per Equity Share (hereinafter the "**Buyback Price**" and such buyback, the "Buyback").



- The Buyback is proposed to be made from the existing shareholders of the Company as on the record date on a proportionate basis through the "Tender Offer" route using mechanism for acquisition of shares through stock exchange as prescribed under Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations") and the Companies Act, 2013 and rules made thereunder (the "Act"). The Buyback Size does not include transaction costs viz. brokerage, applicable taxes such as Buyback tax, securities transaction tax, GST, stamp duty, any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.
- Noted the intention of a Member of the Promoter Group of the Company for participation in the proposed Buyback.
- As the size of the proposed Buyback is less than 10% of the paid-up capital and free reserves of the Company hence members' approval is not required.
- Pursuant to Regulation 42 of the Listing Regulation and Regulation 9(i) of the Buyback Regulations, as amended, read with Section 110 of the Companies Act, 2013, and applicable rules, the Board has fixed Friday, 12th December 2025 as the Record Date for the purpose of determining the entitlement and the names of the equity shareholders who shall be eligible to participate in the Buyback and voting in Postal Ballot.
- Constituted and authorized the Buyback Committee of the Board to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary, expedient, usual or proper in connection with the proposed Buyback.
- In terms of Regulation 5(via) of the Buyback Regulations, the Board/ Buyback Committee may, till 1 (one) working day prior to the record date, increase the Buyback price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.
- Appointed "New Berry Capitals Private Limited" (CIN: U67190MH2007PTC174445 and SEBI Merchant Banking Registration no. INM000012999) as "Manager to the Buyback". The public announcement setting out the process, timelines and other requisite details of the Buyback will be released in due course in accordance with the Buyback Regulations and the letter of offer to be issued and published in accordance with the Buyback Regulations.

The meeting commenced at 6:10 P.M. and concluded at 8:30 P.M.

The information pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as **Annexure-B**.



We request you to take the above information on record.

Thanking you,
For VLS Finance Limited

H. Consul ✓
Company Secretary
M. No. A11183



Encl. as above

Copy to: The Calcutta Stock Exchange Association. Ltd.,
7, Lyons Range, Kolkata- 700 001 (Scrip Code: 032019)

Annexure –I

Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Shri Gaurav Goel (DIN: 00076111)
Reason for change viz. appointment, resignation, removal, death or otherwise	Shri Gaurav Goel is appointed as an Non-Executive, Independent Director with effect from November 22, 2025.
Date of Appointment / Cessation	November 22, 2025
Term of appointment	5 years w.e.f. November 22, 2025
Brief Profile	Shri Gaurav Goel, aged about 52 years holds BBA degree from American College in London. He is Vice Chairman and Managing Director of Dhampur Sugar Mills Ltd. and has over two decades of Sugar Industry experience. He is a Member and Past President, Indian Sugar Mills Association and Indian Sugar Exim Corporation Ltd. He has been Chapter Chair of Young Entrepreneurs Organization (YPO Delhi) and EO Delhi. He was also the Chairman of the Green Sugar Summit held by CII.
Disclosure of relationships between Directors	Shri Gaurav Goel is not related to any of the other Directors of the Company.
Other Directorships / Memberships (in listed entities in case of resignation of Independent director)	Not applicable



Annexure B

Disclosure of Event and Information pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

1. Buyback of Securities

Sl. No	Particulars	
1.	Number of securities proposed for buyback	Maximum 26,31,578 (Twenty Six Lacs Thirty One Thousand Five Hundred and Seventy Eight) Equity Shares at maximum buy-back price of Rs. 380/- (Rupees Three Hundred Eighty only) per Equity Share. The maximum number of Equity Shares proposed to be bought back may decrease in case the price of the Buy-back is revised in terms of regulation 5(via) of the buyback regulations. Further, the Company shall ensure compliance with the minimum public shareholding requirement as per conditions for continuous listing prescribed in terms of Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2.	Number of securities proposed for buyback as a percentage of existing paid up capital	Not exceeding 10% of the paid up equity share capital and free reserves of the Company. Up to 26,31,578 (Twenty Six Lacs Thirty One Thousand Five Hundred and Seventy Eight) Equity Shares representing up to 7.71% of the paid-up equity share capital of the Company.
3.	Buyback Price	Rs. 380/- (Rupees Three Hundred Eighty only) per equity share.
4.	Actual securities in number and percentage of existing paid up capital bought back	Up to 26,31,578 Equity Shares representing up to 7.71% of the paid-up equity share capital of the Company. However, the actual number of Equity Shares to be bought back during the Buy-back will depend upon the actual price paid (excluding the Transaction Costs) for the Equity Shares bought back and the aggregate actual amount utilised in the Buy-back.
5.	Pre & Post shareholding pattern.	As given below



Pre and Post Shareholding Pattern as on November 22, 2025

Category of Shareholder	Pre Buyback		Post Buyback	
	No. of Equity Shares	% of Shares	No. of Equity Shares	% of Shares
Promoters Holding (A)				
a. Individuals	38,96,130	11.46%	Note-1	
b. Companies	1,37,95,806	40.56%		
Non-Promoters Shareholding (B)				
Public	1,63,18,305	47.98%	Note-2	
Total (A+B)	3,40,10,241	100%	3,13,78,663	100%

Note - 1: The person forming part of the Promoter group shall not participate in the buy-back of equity shares of the Company except for one constituent of promoter group.

Note - 2: The detailed Post Buyback Shareholding category wise is not ascertainable as on date. However, Post Buyback Total Number of Equity Shares in the Company shall be 3,13,78,663 Equity Shares (Assuming that the response to the Buyback is to the extent of 100% (full acceptance)).

