

## VLS FINANCE LIMITED

ondence Address: Ground Floor, 90. Okhla Industrial Estate, Phase III. New Delhi – 110020 Tel: +91 11 46656666; E-mail: hconsul@vlsfinance.com; Website: www.vlsfinance.com Contact Person: H. Consul, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF S OF VLS FINANCE OH TENDER OFFER

DASIS IMPOUND TENDER OFFER.

THIS PUBLIC ANNOUNCEMENT [THE "PUBLIC ANNOUNCEMENT" OR "PA"] IS BEING MADE PURSUANT TO THE PROVISIONS OF REGULATION 7(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUTTE) ARCKO F SECURITIES, REGULATION, \$201 8A A MEMBED (IH "SEE BUTY SEAK REGULATIONS"), AND CONTAINS THE DISCLOSURES AS SPECIFIED IN THE APPLICABLE PROVISIONS OF SCHEDULE IT TO THE SEE BUTY-BOAK REGULATIONS READ WITH SCHEDULE OF THE SEEB BUTY BOAK REGULATIONS.

SEB BUY-BACK REQULATIONS READ WITH SCHEDULE 1 OF THE SEBI BUY BACK REQULATIONS. OFFER FOR BUY-BACK OF NOT EXCEDING 33,00,00 of THIRTY THREE LANKED ? PULLY PAID UP EQUITY SHARES OF TAGE VALUE OF 7 the REVIEWS THE NOT SHARES AND THE SHARES OF THE COMPANY SAY ON RECORD DATE THE SHARES OF THE BUYSAGK OFFERS.

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- to martin S1, 20-2, including the observable control as ple in the process of the control of the
- oruentODDR.

  The Duy Dack See is 8,21% and 0,04% of the total paid-up Equity State capital and free reserves of the Company based on the latest standarons and consolidated audited financial dataments of the Company respectively as at North 31, 2022 (being the date of the latest available audited standarons and consolidated financial statements of the Company).
- respectively as at Month 31, 2024 (being the date of the latest available audities disarcations and consolidated financial statements of the Company).

  The Buy Back shall be undertaken on a proportionale 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 adjustation of states brought stock extending in superficiel between the contained bearing number CRICHDPOLICYCELL (2015 dated part 13, 2015 seal with critical bearing number CRICHDPOLICYCELL (2015 dated part 13, 2015 seal with critical bearing another CRICHDPOLICYCELL (2015 dated part 13, 2015 seal with critical bearing states of the CRICHDPOLICYCELL (2015 dated part 13, 2015 seal with critical bearing states of the CRICHDPOLICYCELL (2015 dated part 13, 2015 seal with critical bearing states of the CRICHDPOLICYCELL (2015 dated part 13, 2015 seal with critical bearing states of the CRICHDPOLICYCELL (2015 dated part 13, 2015 seal with critical bearing states of the CRICHDPOLICYCELL (2015 dated part 13, 2015 seal with critical bearing states of the CRICHDPOLICYCELL (2015 dated part 13, 2015 seal with critical bearing states of the CRICHDPOLICYCELL (2015 dated part 13, 2015 seal with critical bearing states of the CRICHDPOLICYCELL (2015 dated part 13, 2015 seal with critical bearing states states and critical states of the CRICHDPOLICYCELL (2015 dated part 13, 2015 seal with critical bearing states states and critical states states the CRICHDPOLICYCELL (2015 dated part 13, 2015 seal with critical bearing states states and critical states states the CRICHDPOLICYCELL (2015 dated part 13, 2015 seal with critical states states and critical states states and critical states states and critical states a
- the Bujbook.

  Fettler, under he Art. No number of Equity States that can be bought back during the financial year shall not accessed 25% of the total number of Equity States in the paid of Equity States of the Comment, Accordingly, the number of Equity States in the paid of Equity States of the Comment, Accordingly, the number of Equity States being a Comment of Equity States being 25% of 3.4 75.50% (There Coroses Forty Stems Lables Nierley Ferr Divisional Wine Hundred and Nierley Egity Equity States being 25% of 3.4 75.50% (There Coroses Forty Stems Lables Nierley Ferr Divisional Wine Hundred and Nierley Egity Equity States short (25% of 3.4 75.50% (There Coroses Forty Stems Lables Nierley Ferr Divisional Wine Hundred and Nierley Test (Equity States of the Company as on March 31.20%. Stone the Company reposes to Bity State to 3.30,000 (Thirty Three Lables) Equity States of the Company as on March 31.20% presents aloud 54.6% of the total mumber of Equity States in the local paid up Equity States of the total paid up Equity States of the Company and therefore the Economics of the Equity Equity States of the Company and therefore such further increases or discresses in voting rights of the Promotes will not result in any change in control over the Corrective.
- such turber 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 Buy But Act by Epide Shareholders in region state of distributed convent in finite and such 1.10 Participation in the Buy But Act by Epide Shareholders in region to the distributed convent in finite and such the securities transaction tax in India. Participation in the Buy Bux by non-resident Eligible Shareholders are specified to securities transaction tax in India. Participation in the Buy Bux by non-resident Eligible Shareholders are advanted to such shareholders in their country of residence. In due control, Eligible Shareholders will receive a latter of ofter, which will contain a more detailed note on fuszion. Newwer, in were the periodization of the state of the production of the Buy Bux by the shareholders are advanted to consult their own legal, financial and tax editions not to confriculation in the Buy Bux by the shareholders are advanted to consult their own legal, financial and tax editions not to confriculation in the Buy Bux by the shareholders are advanted to consult their own legal, financial and tax editions now to the shareholders are advanted to consult the region of the meeting of the shareholders are advantaged to the shareholders are advanted to consult the received to the shareholders and the shareholders are advantaged to the received to the shareholders and received the shareholders are advantaged to the shareholders are provided to the shareholders and consultations is soon thereunders applicable, finish and an advantaged to the shareholders and received the best when the provision and one workshareholders are advantaged to the Stock Exchanges at we received and many the period of the Buy Bux.

  \*\*WECESSITY OF THE BUYBACK\*\*

## NECESSITY OF THE BUYBACK

- DESSITY OF THE BUYBACK ing regard to the healthy cash flows that the Company has been able to consistently generate, the future sected cash flows of the Company and the anticoated funds required for capital expenditure and working tall to meet the expected future growth of the Company, the Buy-back is expected to achieve the following
- 2.1.1. optimize returns to shareholders: 2.1.2. enhance overall shareholders up

- 2.1.2 infrance overall shareholders value; and 2.1.3 optimize the capital sharkurs.

  The Buy Back, which is being implemented through the Tender Offer as precioned under the SEBI Buy Back.

  Regulations, would be invite allocation of 15% of number of Equity Shares which the Company proposes to Buy Back or number of Equity Shares existed as per the shareholding of Small Shareholders, whicheves to higher to Small Shareholders. The Company plements that the reservation of 15% for Small Shareholders, who would get classified as "Small Shareholders," of the Company plements and the special share of public shareholders, who would get classified as "Small Shareholders," of the Company to public shareholders, who would get classified as "Small Shareholders," of the Company to public shareholders.
- 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 lise 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 insustrated.
- ASSUMENTAL REVENUENCE RESERVES AND THE SOURCE OF FUNDS FROM WHICH BUY BACK WOULD BE FINANCED.
- WOULD BE FINANCES

  The maximum amount required under the Buy Back will be not exceeding \$1.25.40,00.00 (Rupees One Hundred Trend) Five Contrast and Forty Lashs only excluding brantaction costs incurred on to be recurred for the day Sack, being £1% and £0.1% of the aggregate of the total god up to Couly Share sopial and of the Reserves respectively as a March 10, 2024 Scalabore and Controlled Audited Trends Statements of the Company respectively as a March 10, 2024 Scalabore and Controlled Audited Trends Statements of the Company.

  2.1 The My Back would be made out of the company respectively and trends of the company and the company and the company and trends of the company and t
- Assistance and out of the Company's cash balances at bank and/or liquid investments and/or cash available from internal resources of the Company (and not from any borrowed funds) and on such terms and conditions as the

- BoardBuyback Committee may decide from time to time at its absolute discretion. The Company confirms that as required under Section 68(2)(0) of the Act, the raids of the aggregate of secured and unsecuted debts used by the Company shall be not more than twice the paid-up Egint's place appliad 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
- BUY BACK PRICE AT WHICH SHARES ARE PROPOSED TO BE BOUGHT BACK AND BASIS OF DETERMINING THE BUY BACK PRICE
- DETERMINATION THE BUY BACK PRICE:

  The Equity Shares of the Company are proposed to be bought back at a buy back price of 7380-1 (Rupees Three Hundred and Eighly only) per Equity Share. The Buy Back Price has been anieved at after considering various focks including but not instead to the volume weighted average paces of the Equity Shares a trade of the Education of the Company price earnings ratio, impact on other financied parameters and the possible impact of 0.00 years of the Company price earnings ratio, impact on other financied parameters and the possible impact of 0.00 years on the company per share.
- The Buy Back Price represents premium of
- By plantifies and us passed import only under investment, profiled the Equity Share on NSE or Premium of 30.02% and 31.64% to the volume weighted average market price of the Equity Share on NSE and BSE respectively, during the three months preceding the August 6, 2024 te, date of infinition to the Stock Exhanges ("hierination date") for the Board Meeting to consider the proposal of the Buyback. Permium of 24, 06% and 25,37% over the volume weighted average market price of the Equity Shares on NSE and SSE respectively, for two weeks preceding the himsistion Date.
- Premium of 27.05% and 27.05% over the closing price of the Equity Shares on NSE and BSE respectively, as on the Infilmation Date.
- as on the Infimation Date.

  Persimun of 25 '17' sain 28 60%' over the closing price of the Equity Share on NSE and SSE respectively, as on August 5, 2004, which is a day preceding the date of infinishing in the Stock Exchanges for the Board Meeting to consider the proposal of the Bullyack.

  The BoardSby Back Committee may, 1 fornly working day port or the Record Date, increase the Byll Back. Your and decrease the number of Equity Shares proposed to be bought back under the Byll Back. Such that there is
- The boards by eak committee may, "only working any prior to the Nector Date, most and decrease the number of Equity Shares proposed to be bought back under the Buy 8 no change in the Buy Back Size, in terms of Regulation 5(via) of the SEBI Buy Back Reg MAXIMUM NUMBER OF SHARES THAT THE COMPANY PROPOSES TO BUY BACK
- MAXIMUM NUMBER OF SHARES THAT THE COMPANY PROPOSES TO DUT BACK.

  The Company proposes to bulyabed 33,0000 "Thirly Three Laiks") fully past-up Explaily Shares of face value of 3 Till. (Rupees fare only) each of the Company or lesser, depending upon the final buly back prior determined by the Bourill Bulbuck Committee in team of Regulation S, Visual, or 16 regulatio

- OB ADDITION THE BUT HE BUT BACK. TO BE ADDITION TO BE ADDITION TO BE USED TO BE ADDITION. THE ADDITION TO BE ADDITION TO BE ADDITION. THE ADDITION TO BE ADDITION TO BE ADDITION. THE BUT BACK BROUGHT BEAUTH TO ADDITION TO BE ADDITION. THE BUT BACK BROUGHT BEAUTH ADDITION TO BE ADDITION.
- 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 COUNTY SHAREHOLD.
- aggregate shareholding in the Company of (a) Promoters and the members of the Promoter Gro ns in control of the Company. (b) directors invalues a continue of the gregate in shareholding in the Company of (a) Principate and the members of the Promoter Group ame is no control of the Company; (b) develorate funders of partners of the Promoter Group companies Fertiless; ecclose and Key Managariat Presonant of the Company; as on the date of the Board Meeting, i.e., August 9, and the date of the Principate Members of the Company as on the date of the Promoter Group and persons in control of the Company in the Company as on the date of the Board Meeting i.e., August 9, 2024 and the calle of the Principate Americanement i.e., August 12, 2024, as a Globers

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	1.56%	5,41,393	1.56%
2	Mahesh Prasad Mehrotra (HUF)	Promoter Group	19,84,262	5.70%	19,84,262	5.70%
3	Ms. Sadhana Mehrotra	Promoter Group	8,84,691	2.54%	8,84,691	2.54%
4	Mahesh Prasad Mehrotra «	Promoter	1	0.00%	1	0.00%
5	Ms. Daya Mehrotra	Promoter Group				
6	Mr. Ramji Mehrotra <sup>©</sup>	Promoter Group				
7	VLS Capital Limited (1)	Promoter Group	1,33,36,538	38.33%	1,33,36,538	38.33%
8	VLS Commodities Private Limited (I)	Promoter Group	4,57,768	1.32%	4,57,768	1.32%
9	South Asian Enterprises Limited <sup>(3)</sup>	Promoter Group	1,500	0.004%	1,500	0.004%
10	Pragati Moulders Limited	Promoter Group			-	-
11	Mr. Vikas Mehrotra®	Promoter Group	4,85,783	1.40%	4,85,783	1.40%
	Total		1,76,91,936	50.84%	1,76,91,936	50.84%

- (1) Directors of VLS Capital Limited are
- a. Mr. Tej Bhan Gupta b. Mr. Anoop Mishra

- Mr. Vinod Prakash
   Mr. Rajesh Jhalani
   Mr. Keshav Tandar
- (2) Directors of VLS Commodities Private Limited are
  - a. Mr. Subhash Chandra Jain Mr. Rajesh Jhalani
- (3) Directors of South Asian Enterprises Limited are
  - a. Mr. Prem Narain Parashar b. Mr. Tej Bhan Gupta
- c. Mr. Anupam Mehrotra
- d. Mr. Kishan Kumar Son
- Dr (Mrs.) Neeraj Arora Mr. Priya Brat

- g. Mr. Adesh Kumar Jain h. Mr. Abhinav Shobhit Directors of Prageti Moulders L a. Mr. Keshav Tandan b. Mr. Subhash Chandra Jain

- b. Mc Subhash Chandra Jain

   c. Mr Pradeep Kinner Sharms
   g. Since deceased. The shares held by Mr. Mahesh Prasad Mehrotra-Promoter, Ms. Dilya Mehrotra and Mr. Visas Mehrotra-constituents of the Promoter Group of the Company are yet to be transmitted to their receptore legal herbigs as on 19th August 2024.
   7.1.2. Except as disclosed in 7.1.1 none of the directors of the Promoter and Promoter Group entitles had any equity shares for the Company in 60 company in on the date of the Board Meeting i.e., August 9.267.

   7.1.3. Except as disclosed in 7.1.1 none of the directors of the Promoter and Promoter Group entitles had any equity shares of the Company in the date of the Share Meeting i.e., August 9.267.
   7.1.3. Except as disclosed belook none of the Deceases and Key Menagerial Presons of the Company in the Company as on the date of the 2048.
   7.1.3. Except as disclosed belook none of the Decease and Key Menagerial Presons of the Company in the Company as on the date of the 2048.

S. No.	Name	Designation		date of Board deeting	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	6,000	0.017	6,000	0.017
2	Mr. Suresh Kumar Agarwal	Managing Director	2		2	
3	Mr. Kishan Kumar Soni	Director-Finance & CFO	2		2	18
	Total		6.004	0.02	6.004	0.02

- 7.1.4. No Equity Shares of the Company have been purchased/sold by Promoters and Promoter Group, Directors, Key Managerial Personel and persons who are in control of the Company during a period of Six (8) months personed gine Sold of the Beard-Medicing at which the buy-back was proposed and from the date of the Board-Medicing till the date of the Public Amouncement.
- INTENTION OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN THE BUYBACK:
- In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have an option to participate in the Buyback. In the Promoter are promoter of the Company, have not expressed their intention to participate in the Buyback. 8.2.
- CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE SEBI BUY BACK REGULATIONS AND THE ACT
  - All Equity Shares for Buy Back are fully paid-up
- The Company shall not issue any Equity Shares or other securities from the date of the Board Meeting including by way of bronus issue till the early of the Buy Back period i.e. date on which the payment of consideration to shareholders who have accepted the Buy Back is made in accordance with the Act and the SEBI Buy Back
- regulations; 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 who have accepted the Buy Back Offer is made except in discharge of subsisting obligations;
- the date of information of control to control the control to the c
- 9.5. The Buy Back Size i.e. ₹ 1.25,40,00,000 (Rupees One Hundred Twenty Five Crores and Forty Lakhs Only) does not exceed 25% of the aggregate paid-up Equity Share capital and free reserves (including securities premium financial exp. cpapr.in

- account) as per the latest available Standalone and Consolidated Audited Financial Statements of the Company as on March 31, 2024:
- as on March 31, 2024;
  The maximum number of Equity Shares proposed to be bought back under the Buy Back will not acced 25% of the local number of Equity Shares in the folial package Equity Share capital of the Company.
  There are no pending schemes of analogamation 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 of the Buy Back period i.e. date on which the payment of consideration to shareholders who hav Buy Back Offer is made;
- The Company shall not withdraw the Buy Back Offer after the public announcement of the Buy Back Offer in
- mode: The Company shall comply with the statutory and regulatory timelines in respect of the Buy Black in such manner as prescribed under the Act and/or the SEBI Buy Back Regulations and any other applicable laws; The Company shall not utilize any money borrowed from banks or financial institutions for the purpose of Buy Black of the Sequil Policy.
- 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 (either in the past or substsing) in the repayment of deposits, thierest payment thereon, nademption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any charchidder, or repayment of any term leans or interest payable thereon to any financial institution or banking company.
- institution or centing company;

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

  The end of the aggingtion of sourced and unsequend debts overd by the Company after the Buy Back shall not be more than third in paid-up capital and fine reserves, based on the latest annuable. Audition Districtations and Consolidated Francision of the Company as on March 31, 2014, whichever sets out a lower amount.

  The Company shall transfer from its fire reserves or socialities president account and/or such sources as may be permitted by law, a sum equal to the froming is falled the Equity Shares purchased through the Bug Back to the cognities of the Company shall be designed to the company and the agreement of the Company and the second of the Company and the state of the Company and the state of the Company and the Compan
- The Buyback shall be completed within a period of one year from the date of passing of the is Board, The exact time table for the Buy Back shall be decided by the Buy Back Committee within
- 9.19. The Company shall not directly or indirectly purchase its own Equity Shares or other specified securities

- 9.19. The Company shall not directly or indirectly proclass its own Equily Shares or other specified securities:
  a) through any subsidiary company induring liscon washingly companies, and
  b) through any investment company or group of investment companies
  20.2 The Equily Shees bodyll back by the Company will be extinguished and/or physically destroyed as may be
  applicable in the manner prescribed under the SSEI Buy Back Regulations and the Act within Toxinesh working
  days of the date of payment of condesions to Eligible Sheervickies who have benefied the Equily Shees
  under the Buy Back Office;
  21. As per Regulation (Alglic) of the SEBI Buy Back Regulations, the Promoter and members of Promoter Group,
  and/or their associates, shall not deal in the Equily Shares or other specified securities of the Company office
  through the Stock Exchanges or of remainst branching to selecting linear-termined or Equily Shares along
  though the Stock Exchanges or of remainst branching to sepanding the back of the contraining of the Buy Back Office;
  22. The statements contained in all the relevant documents in relation to the Buy Back South be beau, maketal and
  factual and shall not contain any mis-statements or mislasting information.

- factual and shall not corbain any mis-statements or mislanding information.

  9.23. The Company shall big blask the Egyl Sharen held in physical Born from Eligible Sharenholders in terms of SEBI ordarin no. SEBI-HOLFD/CMOTICR/RP/CXXXII-14 dated July 31, 2020.

  9.24. The Blug Blask hall not result in oldering of the Equity Sharen from the Slock Exchanges;

  9.25. The Blug Blask 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 Blug Blask out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified socurities;
- of other species securies; 27.2A per Regulation (5)(c) and Schedule (viii) of the SEBI Buy Back Regulations, it is confirmed that there is no breach of any roowwarks as per the licenters agreements on the lease taken and the consent of the lenders in this regard has been collained by the Company; 9.28 The later of offer with the sorder form shall be dispatched to Eligible Shareholders within 2 (bur) working days from the Record Dale.
- from the Record Date.

  16. CONFIRMATION & FROM THE BOARD OF DIRECTORS OF THE COMPANY
  The Board hereby confirms that it has made a full enquiry into the affairs and prospects
  taking into account the financial position of the Company, has formed the opinion that
- taking into account the financial position of the Company, has formed the opinion that:

  1.3 Immediately following the date of the Board Seletini, i.e. August 9, 2024, there will be me grounds on which the Company could be found unable to pay its debts.

  10.2 As regards the Company is passed for the year immediately following the date of the Board Meeting approximately the Company is the property of the propert
- (including prospective and contingent isbellites):

  In 3.1 he ratio of the aggregate of source and unsecured debts oved by the Company after the Buykeck shall be less than or equal to 2:1 of its paid-up capital and fine reserves based on the standatione or consolidated financial statements of the Companies yas on March 31, 2024, whichever sets out a lower amount, as prescribed under the Companies Act and the Securities and Exhange Board of the dis (Buy-Back of Securities) Regulations, 2018.
- 11. REPORT ADDRESSED TO THE BOARD BY THE STATUTORY AUDITORS OF THE COMPANY ON PERMISSIBLE CAPITAL PAYMENT AND OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY
- 11.1. The text of the Report dated August 9, 2024 received from M/s. Agiwal & Associates, Chartered Ac Statutory Auditors of the Company, addressed to the Board is reproduced below.

Independent Auditor's Report on the proposed buy back of equity shares pursuant to the requirements of Section 68 and Section 70 of the Companies Act, 2013 and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended.

The Board of Directors VLS Finance Limited. Ground Floor, 90, Okhla Industrial Estate,

Phase III, New Delhi - 110020

Dear Sir,

# Re: Statutory Auditor's Report in respect of proposed buy back of equity shares by VLS Finance Limited ("the company") in terms of Classes (pil of Schedule I of the Securities and Exchange Beard of India (Buy-back of Securities) Regulations, 2018 as amended ("the Buy Back Regulations") 1. This Regord is tassed in accordance with the terms of our engagement letter diaded (oblin August 2024. The Board directors of the company have approved the proposal for tury-local or depuly shares by the company at 2s meeting hald on 6th August, 2024, in pursuance of the provisions of the sections 68, 69 and 70 of the company fact 2573, as a marrisdle (the AFT) and the tury-local Regulations.

- company Act, 2013, as ameniated (tine vid.) and the outpack requisitors. We have been requested by the Management of the company to provide a report on the accompanyin of permissible Capital payment as at March 31, 2024 (Annexure-A) (hereinafter referred to as "stat statement has been prepared by the management, which we have initiated for the purposes of ident
- nagement's Responsibility

  The preparation of the Statement in compliance with the provise to section 68(2(ii)) of the Act and the provise to section 68(2(iii)) of the Act and the provise to sequestion (5(iii)) of the bears Respirations and compliance with the biophack Respirations, is the responsibility of the Management of the Company, riciding the Computation of the Amount of the permissible Capital Payment, the preparation are maintenance of all accounting and other retends supporting received and documents. This responsibility includes the sequestion and internations and maintenance of internal confirm delivant to the preparation are described in the proparation and documents. This responsibility includes the sequestion and internation and maintenance of internal confirm delivant to the proparation are responsible to make a full incipally into the affiliars and prospects of the Company and to form an opinion as seponderial dualse of the Schoduled to the SESI Beyabeack Regulations or researching consists and that the Company, having regard to its attent of affairs, will not be resolved insolvent within a period of one year from that clade. The Second of Directors are also responsible for ressuring that the Company complex with the requirements of the Act and SEBI Buyback Regulations.

- The Act and SEB Buyback Regulations.

  Idior's Responsibility

  Pursuant to the requirements of the Buyback Regulations, it is our responsibility.

  We have incurrent
  - 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, 2024.

  - consolidated financial statements for year ended March 31, 2024.

    The amount of persisted capital payment as stated in Amousza A, has been properly determined considering the amount of persisted considering the amount audited standarber and consolidated financial statements as at March 31, 2024; in the Disposal Regulations;

    the Board of Directors of the Company, at their Meeting held on August 09, 2024 have formed the opinion as specified in classics, or in School and the South of The Company, their Meeting held on August 09, 2024 have formed the opinion as specified in classics, or in School and the South of The South Order of the
- rine authors discretione and consolidated financial statements are on \$165,00024, referred by in prograph, following here have added by our entire in security and uncombined and consorve deep recept datased 28th Mey 2014. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as expected under Section 15(1) of the Act and other applicated authoristive proconcernents issued by the listable of Chartered Accountants for India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are fee or Installari installariment. The said advises and planned and performed in connection with any transaction to identify matters that may be of potential interest to thirp parties. ited standalone and consolidated financial statements as on 31/03/2024, refe
- 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 Indian.
- or inclus. 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.
- Based on inquiries conducted and our examination as above, and the information and explanations given to us by management, we report that:

  (1) We have inquired into the state of affairs of the Company in relation to its audited standardone and consolidated financial statements for year ended March 31, 2024, which have been approved by the Board of directors of the Company on May 28, 2024. The amount of permissible capital payment for proposed buyback of the equity shares as Computed in the

Statement Attached herewith, as Annesure A, in our view has been properly determined in accordance with the proviso to Section 692(0) of the Act and the proviso to Regulation 5(1) of the Buytack Regulations.

(3) The Board of Directors of the Company, where Meeting head on August 05 (2020 these Women their colorisms as specified in classes (v) of Scheduler of the Buytack Regulations on reasonable grounds and that the Company, having regard to its state of dirtis, will not be more insevent (as defined in the management responsibility above) within a period of one year from that date.

striction on Use

The Report has been issued at the request of the Company Solely for the Use of the company (i) in connection with the proposed buybook of equily shares of the company as mentioned in Plangagin. 2 above, (ii) is restaled the Board of directions of the company in principle management of the company in principle to Buybook to the filled with (ii) the registra of company, the Securities and Escharge Board of India. Stock Escharge, and any other registrary submitted and (c) can be shared with the manager to buy facility in connection with the proposed buybook of equily shared passed on the company to province shared with the manager to buy facility in connection with the proposed buybook of equily shared of the company for exmests submission to relevant authorities in pursaisance of Section 88 and the other againstale provisions of the Act, and the buybook regulations, and should not be used by any other persons not a vinite purpose of the company for exmests submission to restem and shoulding or any day of care for any other purpose of our buy the control of the state of the suppose of the company for exmest submission for statem any liability or any day of care for any other purpose of to any other purpose. Accordingly, we do not accord to stame any liability or any day of care for any other purpose or to any other purpose or to any other purpose or to any other purpose of the company for exmest purpose or to any other purpose.

Chartered Accountants ICAI Firm Registration Number: 000181N

CAP. C. Agiwal Membership No: 080475 UDIN: 24080475BKFLAS1900

Date: August 9, 2024

## Annexure A - Statement of permissible capital paymen

Computation of amount of permissible capital payment invavids buytack 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 (trus-back of securities) Regulations, 2018, as amended, based on annual audited Stindations and Consolidated Pracial Statements as at and for the view arended March 31 2018.

Particulars		Amount (Rs in lakhs)	
		Standalone	Consolidated
Paid up Equity Share Capital as on March 31, 2024 - 3,47,95,992 equity shares of Hs. 10/- each, fully paid (excluding Forfeited shares: 4,67,500)	(A)	3491.82	3,491.82
Free Reserves as on March 31, 2024 (3)			
(i) General reserve		2968.84	3573.29
(ii) Securities Premium		3085.50	3085.50
(iii) Retained earnings		143159.61	145767.82
Total Free Reserves	(B)	149,213.95	152,426.61
Total	C= (A+B)	152,705.77	155,918.43
Maximum amount permissible towards buy back of equity shares in accordance with the proviso to Section 68(2)(b) of the Companies ct, 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%	15,270,58	15,591.84

- er. The amount of paid-up equity share capital and free reserves as at March 31, 2024 have been accurately extracted from the latest audited annual Standalone and Consolidated Financial Statements as at and for the year ended March 31, 2024.
- year review nation 31, 2024.

  2. Considered as defined in section 2(43) read with section 68 and explanation II to Section 68 of the Companies Act, 2013. Accordingly, relatined earnings are reduced to the extent of Rs 2534,82 Lakhs on account of fair value changes of certain assets & fabilities.

# changes of certain assets & liabilities For and on behalf of Board of Directors VLS Finance Limited

Signed for identification For Agiwal & Associates Chartered Accountants (Firm Registration No.000181N)

K.K. Soni Director-Finance & CFO DIN:00106037 (Membership No. 080475) Managing Director DIN:00106763 Place: New Delhi

Date: August 9, 2024

## 12. PRIOR APPROVAL FROM LENDERS

12.1 The Company has sandoned facilities with lenders. As per Regulation 5()(c) and Schedule ((wi)) of the SESI Buy Back Regulations, it is confirmed that there is no breath of any covenants as per the lender agreement's sandonin letters on the loars sand-to-delible on the loars sandonichalies and the concern of the lenders on the By Back has been obtained by the Company. Further, the Company has obtained such approvals as may be required from the lenders on the provision of such facilities.

## 13. RECORD DATE & SHAREHOLDER ENTITLEMENT

- 13. RECORD DATE & SHAREHOLDER ENTITLEMBUT.
  31.3 A required under the SEBB lay Back Regulations, the Company has fixed Monday, August 28, 2024 as the record date (thin "Record Date") for the purpose of determining the entitlement and the names of the equity shareholders where eligible to partitiogal in the Bug Back The Epully Shares prospect to be bugglit by the Company shall be divided into two categories size, (a) reserved category for Small Shareholders and (b) the general category for all shareholders of ther than Small Shareholders.
  13.2.As required under the SEBB lay Back Regulations, the dispatch of the latter of offer shall be frough 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 latter of offer in physical form.
- mode in advantance.

  Company recisives a request from any Eligible Shaterholder as recommended to the same shall be provided, the same shall be provided in the Sear Shaterholder who holds Equity Shares having market value, on the basis of dosing price of the Equity Shares on the Stock Exchanges, having the highest standing youtine in respect of such Equity Shares on Record Date, or not more than \$\frac{7}{2} \text{DQUOY}.

  (Rupers Two Lathis only).

  Shares with Regulation 6 of the SEBI Buy Back Regulations, 15% of the runther of Equity Shares which
- (Rupes To Cutation only).

  13.4 in accordance with Regulation of or the SEBI Buy Bask Regulations, 15% of the number of Equity Shares which the Company process 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, apart of this Buy Back.

  13.5 on the basis of the shareholding not the Record Dark the Company will determine the entitlement of each shareholder, notuding Small Shareholders, to bende their Equity Shares in the Buy Back. This entitlement of each shareholder, more allowed to the number of Equity Shares in the Buy Back. This entitlement for each shareholder will be calculated seal of this number of Equity Shares in the Buy Back. This entitlement for each shareholder but be calculated seal of this number of Equity Shares in the Buy Back applicable in the calculation of the shareholder belongs, to be calculated to the shareholder belongs to the
- total number of Equity Shares tendened. Accordingly, the Company may not purchase all of the Equity Shares tendened by an Equity Shares tendened by an Equity Shares tendened by an Equity Shares tendened on the basis of entitlement, the Equity Shares tendened on the basis of entitlement, the Equity Shares tendened on the entitlement in the Equity Shares tendened over and above their entitlement in their allegation in that category, and thereafter from shareholders who have tendened over and above their entitlement in other category. The entitlement under Shares that the same Eligible Shares that the same Eligible Shares that the same that the same Eligible Shares that the same Eligible of the Eligible Shares that the same three designations of PANs of all perts shares that the same three designations of PANs of all perts shares that the same three designations of PANs of all perts shares that is saw class when the sequence of the names of the joint sharesholders are not available that the eligible shares that the eligible Shares that the same eligible shares that the eligi
- beneficial position data as on the Record Date with common PAN are not propised be exhabet dispetier for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be had no behalf of clients.

  3.1 the pesticipation of the Eligible Shareholders in the Bay Back is volutary. Eligible Shareholders may get to participate, in part or in full, and receive cash in less of the Equity Shares accepted under the Buy Back control party and not not participate and enjoys resultant increase in their percentage extendition, after the controlled or of the Buy Back, without any additional investment. Eligible Shareholders may tender a part of their entitlement. Eligible Shareholders also have be explored in their percentage calculations alware lover and above better entitlement and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buy Back entitlement or any shareholder in out an output and the processing and the
- computation of entitlement to seriest Equity. Shares in the Sky Back.

  The maximum bender reduct the Sky Back by any Eligible Shareholder carried accide the number of Equity. Shares held by the Eligible Shareholder is an in the Report Olate. In case the Eligible Shareholder loss on the Report Olate. In case the Eligible Shareholder loss of the number of Equity Shares held price featured shareholder has consistent to the state of Equity Shares held in that respective demait account. In City Computer of Equity Shares held in that respective demait account.

  On the Equity Shares held in that respective demait account in the SEBI Back place and consistent account. On the Equity Shares herdered as per the procedure laid down in the SEBI Bay Back Regulations. Eligible Shareholders will review a letter of lord action will be explored the formation of the entitlement of the equity shareholder by an increase active of order action, will be active of offer through electron means. It Eligible Shareholders for Computer, that the disputable has Letter of Gett increase in explored means. It eligible shareholders are Computed in the disputable that Letter of Gett increase in explored means. It eligible shareholders are computed in the disputable that Letter of Gett increase in explored to the Computer of the Computer of

13.11. 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 so in the Record Util.

14. PROCESS & METHODOLOGY FOR BUYBACK

- The Buy Back is open to all Eligible Stumolderschemicfail owners of the Company, bridging Equity Shares either in physical and/or demandated 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 others sendered by the Buy Back and others sendered by The Buy Back and others sendered by The Buy Back and a hares.
- such person(s) shall be rejected.

  Li 2. The BUR Back shall be rejecteded using the "Mechanism for acquisition of shares through Stock Exchannel Confedence of the Set Bury Back Confedence of the Set Bury Back Confedence of the Set Bury Back Commission of the Set Bury Back Commission of the Bury Back) and on such terms and conditions as may be permitted by law form time to him the Set Back shall not on such terms and conditions as may be permitted by law form time to him 14.3 For implementation of the Bury Back Company has appointed Gebor Capital Market Limited as the regions to take to the Company 16 Buck of the Exchange of Equity Shares through the state of the Company of Equity Shares through the state of the Company (the Set Back and through some time the process of standaring of Equity Shares through the state of exchange mechanism for the By Back and off through whom the purchase and extilements on accord in the Bury Back sud and through the state of exchange in the state of the Company Shares in the Set Back and the 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

- CNL UT4100C1968F0.0071250

  14.4 The Company has requested MSC, diseptated stock exchange ("Designated Stock Exchange)" to provide the separate acquisition vendour (Anoglisticn Window) for sciilate placing of sell orders by Eligible Sharendrost was waste for select party Sharens in the big stack. The otalists of the platform will be specially sharens in the big stack. The otalists of the platform will be specially of the Designated Stock Exchange from time to time. The Company Registers to the Buy Block shall provide the estimatement of Eligible Sharendrost not NSC Classing Limited Conserns Corporation. In NSC to if the Eligible Sharendrost not not reave any stock throat registered with the Designated Stock Exchange (i.e. NSC) or if the Eligible Sharendrost not not reave any stock provider selection of the NSC (end) where they do not have an account) and can make a bid by using quick unique registered with the NSC (end) where they do not have an account) and can make a bid by using quick unique registered with the NSC (end) where they do not have an account) and can make a bid by using quick unique registered with the NSC (end) where they do not have an account) and can make a bid by using quick unique registered with the NSC (end) where the high Section of the Section of the Section of the Section of the NSC (end) where they are considered to the Section of the Section of the NSC (end) where the Section of the NSC (end) of the theories may approach only our client (FKC) requirements.
- after submitting requisite documents as required to complete the know your client (FKC) requirements.

  16.4 ht be beginning of the tendering profit, the order for kurge (Equil Shares shall be placed by the Company frough the Company a Broken. During the tendering period, the order for salling the Equil Shares will be placed by the Company a Broken. During the tendering period, the order for salling the Equil Shares will be placed in the Acqualistic Mirdeo by Eligible Shareholdest required. The Select Members can enter orders for Equily Shares healt by Eligible Shareholdest and entertailed from and physical form. In the standing process, the Company's Brokan may also pocass the orders meniward from the Eligible Shareholdester after the Eligible Shareholdester after the Company Shareholdester and execution of the Company's Brokan.

  14.7. The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management 4.1. 1999, as amended and any other roles, regulators, guidelines, for metitations of brack, shall be made by the Eligible Shareholder and/or the Seller member through which the Eligible Shareholder places the bolds.
- bids.

  It is further, the Company will not accept chares tendered for Buy Back which under restraint order of the courtiary, other competent authority for transfersials and/or he title in respect of which is otherwise under dispute or where loss of share confidicate has been orded to the Company and the duplicate share certificate has he not been issued either due to bush request being under process as per the provisions of also or otherwise. The Company will not Buy Back Equity Shares who have locked-in or nor-instrainate, until the pendency of such lock-in, or until the Equity Shares become transferable, as applicable, during the period between the date of opining and cisting of the Buy Back Offer.

- 14.9 Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form:
  a. Eligible Shareholders who desire to knote their Equity Shares in the internatio dematerialized form under
  By Bob. would have be do so through their respective Seller Member by giving the details of Equity Shares
  they intend to tender under the Bay Back.
- The Selfer Member and the required to place an orderfold on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buy Back using the Acquisition Window of the Designated Stook Exchange. For further details, Eligible Shareholders may refer to the circulars assued by Designated Stook Exchange or Clearing Corporation.
- organizations.

  de details of this settlement number under which the lien will be marked on the Equity Shares tendered for a Buyblack will be provided in a separate circular to be issued by the Stock Exchanges and/or Clearing
- one application was provised in a separate creation to elestates by the Schock Exchanges about channel Companishment and the Schock Interference of the Schock Interference of the Epidesh Calendary for the shares recibiled in lender effect. Details of shares maked as lien in the demail account of the sharesholders for the shares recibiled in lender effect. Details of shares maked as lien in the demail account of the sharesholder shall be provided by the despositions to Changing Composition, cause, the Sharesholders demail account is held with order depository, shares shall be blocked in the sharesholders demail account at source depositions from a strength of the sharesholders and account at source depositiony for the sharesholders are source depositiony to leatening methods or Cleaning Composition account at least production account and trapes of account of the sharesholders account and the provided by the sharesholders as described as the sharesholders account and the provided by the sharesholders sharesholders account shall be provided by the sharesholders and account shall be provided by the sharesholders sharesholders account shall be provided by the sharesholders and counters and the provided by the sharesholders and the sharesholders account shall be provided by the sharesholders and the sharesholders and the sharesholders account shall be provided by the sharesholders while the sharesholders and the sharesholders account shall be provided by the sharesholders when the sharesholders and the sharesholders account shall be provided by the sharesholders when the sharesholders and the sharesholders account shall be provided by the sharesholders and the sharesholders and the sharesholders account the sharesholders and the sharesholders and the sharesholders account the sharesholders and the sharesholders and the sharesholders account the sharesholders and the sharesholders and the sharesholders account the sharesholders and the sharesholders account the sharesholders and the sharesholders a

- orders shall be deemed to be injected. For all custodinal participant confirms of orders, any order modification shall revoke the custodinal confirms and the revoked order shall be sent to the custodinal again for confirmation.

  Upon placing the bid, the Seller Member(s) shall provide Transaction Registration Stip (TRST) generated by the Stud-Exchange I shalling systems to the Eligible Shareholder on intone between I shall be sent to the Upon placing the bid of the Eligible Shareholder on intone between I shall be sent to the I shall be shall be

- alteside copy of address proof consisting of any one of the following documents: valid Anathar Card, Voler Identify Card or Person entered selection of the Continued Card of the Card Order (Voler Identify Card or Person entered Selection May be a compared to the Card Order (Voler Identify Card Order Identify Card Order Identify Card Order Identified Identified Card Order Identified Identified Card Order Identified Identified Card Order Identified Identified Identified Identified
- treated as confirmed bids!.

  All documents a mentioned above, shall be enclosed with the valid funder Form, otherwise the Equity Shares sendered 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 Shares certificate(s) of the Company, (ii) if the transmission of Equity Shares is not complexed, and the Equity Shares arent of the name of the Epigles Benedieds; (iii) if the Eligible Shares is not complexed, and the Equity Shares arent of the name of the Epigles Benedieds; (iii) if the Share certificate(s) (ii) in least the signature on the Timpfer Form and Form SH-44 does not midth as per

- the specimen signature recorded with Companyl Registrar to the Buy Back

- applicable, to acquire the Equity Shares held by them. In case the Figury, Shares are half or repetition hasis, the non-meritent shareholder shall obtain and enclose a letter from its authorised dealerhain confirming that at the time of acquiring such and exclose a letter from its authorised dealerhain confirming that at the time of acquiring such Equity Shares, purposed to the acquiring such account (e.g. non-resident extended account) as specified by RBI in its approval. In case the non-resident stareholder into produce the scale confident, the Equity Shares would be determed to have been acquired on non-regulation basis and in that case the non-resident stareholder shall authorize a connect letter addressed to the Company, allowing the Company to make the payment on a non-regulation basis in respect of the valid Equity shares accepted under the Buy Block.
- 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.
- 14.11. 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 olubbed and considered as "one" bid for the purpose of
- acceptance.

  14.12. The website of the Designated Slock Exchange shall display only confirmed bids and accordin
  cumulative quantity tendered shall be made available on the website of the Designated Slock Exchar
  www.nseindia.com) throughout the trading sessions and will be updated at specific intervals during the te

- Nethod of Settliment

  On Missization of the basis of acceptance as par the SEBI Buy Back Regulations:

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

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

  The Company is signed, and with a trade of the Buy Back to the Clearly Shares on the Buy Back to the Clearly Shares of the Buy Back to the Clearly Shares carried under the Buy Back to the Clearly Corporation is thank occurred. If Eligible Shareholder's bank account leaded to the clearly account of Eligible Shareholder's bank account sheet of the fact but sheet in insultants in respectably Politica Eligible Shareholder's bank account delivered to reflect that sheet insultants in respectably Politica Eligible Shareholder's bank account does not extend to reflect the support of the shareholder in insultants in respectably Politica Eligible Shareholder's bank account does not be continued to the concerned Setler Members settlement bank.
- due to any reason, then such funds will be transferred to the concorned Seler Members settlement bank account for orwands transfer to their respective shareholders.

  In case of certain types of Eligible Shareholder i.e., RNI, foreign clients, etc. where there are specific RBI and other regulator requirements pretrying for lands paryout, which durinot opt to settle through custodars, the funds pary-out would be given to their respective Seler Members settlement bank account for consadd transfer to the Bug Stack whereas funds payvout pretraining to the basis settled through custodars will be transferred to the Bug Stack whereas funds payvout pretraining to the basis settled through custodars will be transferred by the Council of the outsiders could not be extended to the settlement bank account of the outsidered directly be the desired to the Bug Stack whereas funds and the settlement bank account of the control of the Company operated by SRS and the Clearing Copporation from time to them. The Equity Shares bought back in deams from would be transferred destry by the demail account of the Company operated by SRS and the Clearing Copporation from time to the settlement of the Stack ("Company Demail Account") provided is a indicated by the Company's Bother or the Unit partial settlement in exchange of the Company Clearing Copporation of the Company Clearing Company of Clearing Company Clearing Company of Company Clearing Company of Clearing Company Clearing Company of Company Clearing Company Clearing Company of the Company Clearing Company Clearing Company of Company Clearin

- the respective Eligible Shareholder's OP account.

  In the case of the recopolary, the Coance Coporation will cancel the excess or unaccepted shares in target depository. The source depository will not be able to release the lies without a release of hister in target depository. The source depository will not be able to release the lies without a release of hister begoards. The control of the coancellation request received from the Clearing Coporation or anotheristic present of DT message shall be sent by target depository either beased on cancellation request received from the Clearing Coporation or anotheristically generated after matching with 8d accepted details are received from the Company or the Registers to the Bulptack. Post moving the IDT message from target depository, source depository will be country include the control release to excess or unaccepted both where in the destinal account of the Eligible Shareholder. Feet completed or infectioning period and receiving the requirile defails viz., derival account defails and accepted the start of accepted the dataset from Eligible Shareholders from Eligi
- it to Clavering Corporation settlement account in its ingent deposition or uniformed account and credit.

  Any access physical Equity Shares pursuant to proportional acceptancel rejection will be intermed facility. The Eighbs Sharesholder directly by the Register to the Buy Back. The Company is admictated in soft the share certificate and issue a new consolidated shares certificate for the unaccepted Equity Shares, in case that Farjally Shares surperside by the Company is admictant to the Eighbs Sharesholder holding Equity Shares in the physical form.

  Eighbs Sharesholders holding Equity Sharesh in the physical form.

  The Company's Book executed all the issues a contract note to the Company for the Equity Shares accepted under the Buy Back.
- under the Buy Back.

  Eighigh Chemochasters who intend to participate in the Buy Back whould consult their respective Select Member for any cost, applicable bases, changes and exponese (including Invienzago) etc. but may be levied by the Select Member upon the selling chemoliders for incredening Equity Shares coalised selling chemoliders for incredening Equity Shares coalised selling chemoliders for the Eligible Shareholders, in respect of accepted Equity Shares, coalise taxes, changes and exponese (English Shareholders), and applicable taxes, changes and exponese (English Shareholders), increded solely the Select Coalised Shareholders, in the Select Member(shareholders) and the Company accepts on responsibility to bear or pay such additional cost, changes and exponese (including Prokenago), increder solely by the Eighbe Shareholders Fine Select Member(shareholders). The Select Member(shareholders) are such as the Select Select

## 15. COMPLIANCE OFFICER

15. CUMPLIANCE DEFICES.
15. The Board sit is meeting held on August 9, 2024 appointed Mr. H Consul, Company Secretary & Compliance Officer of the Company, as the Compliance of Officer for the purpose of the Buy Back ("Compliance Officer") investors may constact the Compliance Officer for any discribitations or to address the grigerances, if amy office hours i.e. 10,00 a.m. to 5.00 p.m. on all working days except Salurday, 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 Read, Office: Ground Floor, 90, Okhla Industrial Estate, Phase III, New Delhi - 110020.

Tel.: +91 11 46656666. Email Id: hconsul@vlsfinance.com

# REGISTRAR TO THE BUYBACK/INVESTOR SERVICE CENTER

In case of any queries, shareholders may also contact the Registrar to the Bay Back, during office hours i.e. 10.00 am, to \$0 or, or all working days except Saturday, Sunday and public holidays all the closure of Bay Back, at the following address:

## RCMC

RCMC Share Registry Private Limited Contact Person: Mr. Murali Dharan Nair

Add: B-25/1, Okhla Industrial Area, Phase -2, Near Rana Motors, New Delhi - 110020 Tel: 011-26387320

Tei: 011-26387320
Fax: 011-26387322
Investor Grevance Email: investor.
Website: www.rcmcdelhi.com
SEBI Regn. No.: INR000000429
Validity Perdict Permanent
CIN: U67120DL1950PTC001854
MANAGER TO THE BUYBACK

New Berry Capitals Pvt. Ltd.

# New Berry Capitals Private Limited

ingutkar/ Mr. Ankur Sharma

Address: A-602, Marathon NextGen Innova, Level 6, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013 Tel: 022 4881 8446

SEBI Regn. No.: INM000012999 Validity Period: Permanent CIN: U67190MH2007PTC174445

GBR: USE\*/ONNECODE\*\*TO 74445:

Internet of Regulation 24(iii) of the Bay-back Regulations, the Board accepts full and final responsibility for all the information currented in this Pablic Announcement or any other information, advertisements, circulate the broad-back public information and the information currented in this Pablic Announcement or any other information, advertisements, circulate broad-back, publicity materials etc., which may be issued in instant to the Reputation advertisements, and in the control of the pablic and confirms that such forcement positions in the featural and metallistic informations or the control one involvation reference in the pattern of t

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

Date: August 12, 2024 Place: Delhi

















