

VLS**VLS FINANCE LTD.**

Regd. Office : ^{Ground} 1st 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

5th January, 2023

Dy. General Manager BSE Ltd. Corporate Relation Department, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001	The Manager National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051	The Manager The Calcutta Stock Exchange Limited 7, Lyons Range, Dalhousie, Kolkata-700001, West Bengal
Scrip ID: VLSFINANCE Scrip Code: 511333	Scrip Symbol: VLSFINANCE	Scrip Code: 032019

Dear Sir,

Reg: Buyback of Equity Shares from open market through the stock exchange(s) route.

Sub: Certified True Copy of Board Resolution

This has reference to our letter dated January 5, 2023 in which we had informed regarding Board of Directors of the Company having approved a Buyback of the Company's fully paid-up equity shares of Rs. 10/- each from open market through the stock exchange(s) route.

In this regard we forward herewith the certified true copy of the Board resolution passed by the Board of Directors of the Company at the meeting held on January 5, 2023.

This is being submitted in compliance with the provisions of regulation 5(vii) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended till date ("Buy-back Regulations").

You are kindly requested to take the above on records.

For VLS FINANCE LIMITED

H. Consul ✓
Company Secretary and Compliance Officer
Membership Number: A-11183

Encl: a/a

VLS**VLS FINANCE LTD.**

Regd. Office : ^{Ground} First 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

Certified true copy of Resolution passed at 189th meeting of the Board of Directors of VLS Finance Ltd. held on Thursday, 5th January 2023 at 3:45 p.m. at Second Floor, 90, Okhla Industrial Estate, Phase - III, New Delhi -110 020

To consider and approve the proposal of Buy back of own shares of the Company from the open market through Exchange route.

“RESOLVED THAT pursuant to the authority vested by Article 5(iv) and (v) of the Articles of Association of the Company, the provisions of sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act 2013 (“Act”) and in compliance of the Securities and Exchange Board of India (Buy- Back of Securities) Regulations, 2018, as amended (“**Buy- back Regulations**”) and such other approvals, permissions and sanctions as may be necessary, consent of the Board of Directors be and is hereby accorded for buyback of upto 35,00,000 (Thirty Five Lacs) fully paid-up equity shares of Rs. 10/- each of the Company (“**Equity Shares**”) from the shareholders of the Company (except promoters and members of the promoter group) at a price of upto Rs. 200/- per Equity Share (“**Maximum Buyback Price**”) *excluding brokerage costs, Securities and Exchange Board of India turnover charges, taxes, advisory fees, brokerage, relevant stamp duty, GST, public announcement, publication charges, SEBI & Stock exchanges fees etc. (collectively referred to as “Transaction Costs”)* for an aggregate amount not exceeding Rs.70,00,00,000/- (Rupees Seventy Crores only) (“**Maximum Buyback Size**”) payable in cash and that an amount of Rs. 35,00,00,000/- (Rupees Thirty Five Crores only) being 50% of the Maximum Buyback Size is determined to be the minimum buyback size (“**Minimum Buyback Size**”).

RESOLVED FURTHER that such Buyback of upto 35,00,000 (Thirty Five Lacs) Equity Shares will be about 9.05% of the outstanding Equity Shares of the Company and the Maximum Buyback Size will not exceed 10% of the paid-up share capital and free reserves of the Company as per the latest audited accounts as at March 31, 2022, as is permissible under the Act.

RESOLVED FURTHER that such Buyback shall be made out of the Company’s accumulated free reserves and would be done from open market purchases through stock exchanges namely BSE Ltd. and the National Stock Exchange of India Ltd. in accordance with Regulations 16 and other applicable provisions of the Buy- back Regulations and the LODR.

RESOLVED FURTHER that the Board of Directors had already on record the unaudited financial position of Assets and Liabilities and statement of profit and loss of the Company as on September 30, 2022 and the Declaration of Solvency as prescribed may be filed with the Registrar of Companies, Securities and Exchange Board of India and other authorities under the applicable provisions of the Act and in terms of the Buy-back Regulations.



RESOLVED FURTHER that the draft of the Declaration of Solvency prepared in the prescribed format placed before the Board of Directors be and is hereby approved.

RESOLVED FURTHER that Shri S. K. Agarwal - Managing Director, (DIN: 00106673), and Shri K. K. Soni-Director -Finance & CFO (DIN:00106037) of the Company be and are hereby authorized to make changes in the Declaration of Solvency as may be necessary, to sign and to file the same with the Registrar of Companies with the Securities and Exchange Board of India and any other authority as per applicable regulations.

RESOLVED FURTHER that confirmation is hereby made by the Board of Directors that all Equity Shares of the Company are fully paid up and there are no defaults subsisting in the repayment of any Deposits, redemption of debentures or Preference Shares or repayment of term loans to any financial institutions or banks or any party and the debt equity ratio of the Company after the proposed Buyback will be well within the limit of 2:1 as prescribed under the Act.

RESOLVED FURTHER that the Company Secretary, Mr. Harsh Consul, M. No. A11183 be and is hereby nominated as the Compliance Officer for compliance of the Buy-back Regulations and to redress the grievances, if any, of the investors.

RESOLVED FURTHER that the Board of Directors approves the appointment of SMC Capitals Ltd. (SEBI Registration Number: INM000011427) as the Manager to the Buyback Offer in terms of the Buy-back Regulations.

RESOLVED FURTHER that the Board of Directors approves the appointment of RCMC Share Registry Pvt. Ltd. (Regn. No. INR000000429) as the Registrar & Transfer agent ('R & T Agent') to the Buyback Offer in terms of the Buy-back Regulations.

RESOLVED FURTHER that Globe Capital Market Ltd. be and is hereby appointed as stockbroker for the purpose of buyback of shares on behalf of the Company in terms of buyback Regulations.

RESOLVED FURTHER that the Board of Directors hereby takes on record the report dated 5th January, 2023 issued by M/s. Agiwal & Associates, Chartered Accountants, the Statutory Auditor of the Company, as required under the Buy-back Regulations.

RESOLVED FURTHER that remuneration and any other charges of Manager, R & T Agent, Broker, Statutory Auditor and any other person engaged for the purpose of aforesaid buyback of the Shares shall be as finalized jointly by the Managing Director and the Director -Finance & Chief Financial Officer.

RESOLVED FURTHER that the Board of Directors do hereby take note that (a) post completion of the proposed Buyback, the voting rights of Promoters and Promoter Group may increase marginally, however since the Promoters and Promoter Group shareholders are already having control over the Company, such further increase in voting rights will not result in any change in control by Promoters and Promoter Group shareholders over the Company and (b) Shri M. P. Mehrotra, Shri Vikas Mehrotra and Ms. Divya Mehrotra, all being part of the Promoter Group did not participate in the discussions or voting for the proposed Buyback in their capacity as Directors of the Company.



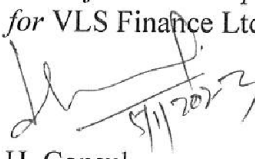
RESOLVED FURTHER THAT the powers of the Board of Directors in respect of the buy-back approved herein be delegated to a Committee ("Buy Back Committee") consisting of the following four directors of the company namely Shri Mahesh Prasad Mehrotra -Executive Vice- Chairman (DIN:00016768), Shri S. K. Agarwal - Managing Director (DIN:00106673), Shri K. K. Soni-Director -Finance & CFO (DIN:00106037) and Shri R. L. Bishnoi-Director (DIN:00130335).

RESOLVED FURTHER that the Buyback Committee is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper as the Buyback Committee may consider to be in the best interests of the shareholders, including but not limited to finalizing the terms of the Buyback, the specific price for the Buyback, the actual number of Equity Shares to be bought back, mechanism for the Buyback, opening/operation of Escrow Bank Account and Securities Account or any other account, authorizing the persons to operate the said accounts and if required, in modification or supersession of a Board's resolution in that regard, appointment of other intermediaries or agencies for the implementation of the Buyback and sign and execute the incidental documentation as also to prefer applications to the appropriate authorities for their requisite approvals, to initiate all necessary actions for preparation and issue of various documents including but not limited to Public Announcement, Declaration of Solvency, Corporate Actions with Depositories or any matter connected with proposed buyback or any time during its currency or after its closure and is also hereby authorised to affix the Common Seal of the Company on any relevant document required to be executed for the Buyback on behalf of Board of Directors besides delegation of any power(s) referred herein to one or mor officials of the Company for facilitating process of buyback herein.

RESOLVED FURTHER that sitting fee of Rs.20,000/- be paid to the member of aforesaid Committee who is Non Executive Directors, for attending the meeting of the Committee.

RESOLVED FURTHER that without prejudice to any other authorisation for this purpose Shri Mahesh Prasad Mehrotra -Executive Vice- Chairman, Shri S. K. Agarwal - Managing Director, Shri K. K. Soni-Director -Finance & CFO be and are hereby authorised to sign and execute any document required for this purpose of buyback provided the same is signed by any two of aforesaid officials."

//Certified True Copy//
for VLS Finance Ltd.


5/1/2023
H. Consul
Company Secretary
M. No. A-11183



Date: 05/01/2023
Place: New Delhi