

17th December 2025

To,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Sub: Outcome of Board meeting- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Changes in Composition of Board of Directors/Key managerial Personnel

Pursuant to Regulations 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with Schedule III to the Listing Regulations, We wish to inform you that the Board of Directors of the Company at the meeting held on Friday, 17th December, 2025 following Changes in the composition of Board of Directors and Key Managerial Personnel of the company has been duly approved by the Board in the Board meeting:

- 1) Ms. Saroj Rathod (DIN -09718657) ceases to act as Non-Executive, Independent Director of the Company with immediate effect.
- 2) Mr. Shailesh Jogani (DIN -06644699) ceases to act as Non-Executive, Independent Director of the Company with immediate effect.
- 3) Appointment of Ms. Nupoor Aman Sinha (DIN- 07970650) as Additional Independent Director with immediate effect who shall hold office till the ensuing Annual General Meeting of the Company.
- 4) Appointment of Ms. Atisha Bhupendra Modi as Additional Non-Executive, Independent Director with immediate effect who shall hold office till the ensuing Annual General Meeting of the Company.
- 5) Appointment of Mr. Vishal Vardhan (DIN- 03043125) as Additional Executive Director with immediate effect who shall hold office till the ensuing Annual General Meeting of the Company.
- 6) Appointment of Mrs. Sonam Vardhan as Additional Executive Director with immediate effect who shall hold office till the ensuing Annual General Meeting of the Company.



- 7) Appointment of Mr. Shrithik Vardhan (DIN- 08155218) as Additional Executive Director with immediate effect who shall hold office till the ensuing Annual General Meeting of the Company.

The information in regard to the abovementioned change in the Board composition in terms of Regulation 30 read with Schedule III - Para A(7B) of Part A of the Listing Regulations (as applicable) and SEBI Circular bearing Ref. No. SEBI/HO/CFD/CFD-PoD 1/P/CIR/2023/123 dated July 13, 2023 is enclosed herewith.

The Board Meeting of Board of Directors was commenced at 12.00 noon and concluded at 4.00 pm.

Kindly take the above on your record.

Thanking You,

For Vardhan Capital and Finance Limited

Ramesh Vardhan
Director
DIN - 00207488

Enclosures:
As Above

**Details required under Regulation 30 of SEBI (LODR) Regulations, 2015
Pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023**

Change viz. appointment, re-appointment, resignation, removal, death or otherwise	Resignation	Resignation	Appointment	Appointment	Appointment	Appointment	Appointment
Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Ms. Saroj Rathod (DIN - 09718657) ceases to act as Non-Executive, Independent Director of the Company with immediate effect	Mr. Shailesh Jogani (DIN - 06644699) ceases to act as Non-Executive, Independent Director of the Company with immediate effect	Appointment of Ms. Nupoor Aman Sinha (DIN-07970650) as Additional Independent Director with immediate effect who shall hold office till the ensuing Annual General Meeting of the Company.	Appointment of Mr. Vishal Vardhan (DIN-03043125) as Additional Executive Director with immediate effect who shall hold office till the ensuing Annual General Meeting of the Company.	Appointment of Mrs. Sonam Vardhan as Additional Executive Director with immediate effect who shall hold office till the ensuing Annual General Meeting of the Company.	Appointment of Ms. Atisha Bhupendra Modi as Additional Non-Executive, Independent Director with immediate effect who shall hold office till the ensuing Annual General Meeting of the Company.	Appointment of Mr. Shrithik Vardhan (DIN-03043125) as Additional Executive Director with immediate effect who shall hold office till the ensuing Annual General Meeting of the Company.
Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment	17 th December, 2025	17 th December, 2025	17 th December, 2025	17 th December, 2025	17 th December, 2025	17 th December, 2025	17 th December, 2025

Brief profile (in case of appointment)	NA	NA	Ms. Nupoor Aman Sinha has vast experience in the industry.	Mr. Vishal Vardhan has vast experience in field of Finance.	Mrs. Sonam Vardhan has vast experience in field of Finance.	Ms. Nupoor Aman Sinha has good expertise in the industry.	Mr. Vishal Vardha has vast experience in field of Finance.
Disclosure of relationships between directors (in case of appointment of a director)	NA	NA	Not related to any of the Directors or Key Managerial Personnel.	Son of Mr. Ramesh Babulal Vardhan	Daughter in Law of Mr. Ramesh Babulal Vardhan	Not related to any of the Directors or Key Managerial Personnel.	Nephew of Ramesh Babulal Vardhan
Letter of Resignation along with detailed reason for resignation	Letter of Resignation Enclosed herewith.	Letter of Resignation Enclosed herewith.	NA	NA	NA	NA	NA
Reason for resignation	Pre-Occupation	Pre-Occupation	NA	NA	NA	NA	NA
Resignation from Board and Committees	NA	NA	NA	NA	NA	NA	NA
Names of the listed entities in which such resigning holds directorship, indicating the category of Directorship and Membership of Board or Committees, if any	Other Listed entities, ie Vardhman concrete Limited	NA	NA	NA	NA	NA	NA
The director shall, along with the	Ms. Saroj Rathod (DIN - 09718657)	Mr. Shailesh Jogani (DIN -	NA	NA	NA	NA	NA

detailed reasons, also provide a confirmation that there is no other material reason other than those provided.	has confirmed that there are no material reasons for his change in designation other than those mentioned in his letter.	06644699) has confirmed that there are no material reasons for her resignation other than those mentioned in his letter.					
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For Vardhan Capital and Finance Limited



Ramesh Vardhan
Director
DIN - 00207488

SAROJ BHANJI RATHOD

17th December, 2025

To,

The Board OF Directors,

Vardhan Capital And Finance Limited

113 Commerce House 140 N M Road Fort
Mumbai- 400023

Dear Sir,

Subject: Resignation as a Director of Vardhan Capital And Finance Limited

I am unable to continue and devote time to the Company as Non-Executive, Independent Director. Hence, I hereby tender my resignation as Director of the Company with immediate effect.

Rathod

Saroj Bhanji Rathod
(DIN -09718657)



Accepted
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SHAILESH JOGANI

17th December 2025

To,

The Board OF Directors,
Vardhan Capital And Finance Limited
113 Commerce House 140 N M Road Fort
Mumbai- 400023

Dear Sir,

Subject: Resignation as a Director of Vardhan Capital And Finance Limited

I am unable to continue and devote time to the Company as Non-Executive, Independent Director.

Hence, I hereby tender my resignation as Director of the Company with immediate effect.

Shailesh Jogani
SHAILESH JOGANI
(DIN – 06644699)



Accepted
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