

CIN: L67120MH1995PLC084465

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

October 30, 2026

BSE Scrip Code: 542931

Sub: Disclosure under Regulation 30(2) Para A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Sub: Intimation of change in the composition of the Board in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Regulations'), we wish to inform you about the following changes:

- 1) Mr. Dilip Vardhan (DIN: 00207420), has been appointed as the Additional Non-Executive Director of the Company with effect from 30th October, 2026.
- 2) M/s A. M. Mandavkar & Co, Chartered Accountants, having Firm Registration No. 154807W has been appointed as the Internal Auditor of the Company for the financial year 2026-2027.

The Consent letter of the same is enclosed herewith and CTCs.

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.



Please find the above in order and take the same on your records.

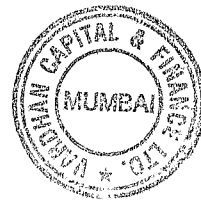
Thanking You,

For Vardhan Capital And Finance Limited

Vishal R Vardhan

Vishal Ramesh Vardhan
Managing Director
DIN - 03043125

Encl: As Stated 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

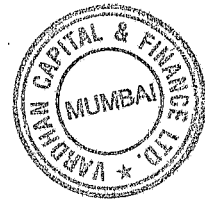
Dated July 13, 2023

Appointment of Mr. Dilip Vardhan (DIN: 00207420) and M/s A. M. Mandavkar & Co, Chartered Accountants, having Firm Registration No. 154807W as Internal Auditor of the Company:

Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise	Appointment of Mr. Dilip Vardhan (DIN: 00207420) as Additional Non-Executive Director of the Company with effect from 30th October, 2026	Appointment of M/s A. M. Mandavkar & Co, Chartered Accountants, having Firm Registration No. 154807W as Internal Auditor of the Company for the financial year 2026-2027
Date of appointment/re-appointment/ cessation (as applicable) & term of appointment/re appointment	As on 30 th October, 2026	For FY 26-27
Brief profile (in case of appointment)	<p>Mr. Dilip Babulal Vardhan is a seasoned business professional with extensive expertise spanning the real estate, development, and finance sectors. With deep industry acumen and strategic vision, he excels in driving operational excellence, financial oversight, and sustainable growth across complex business environments.</p> <p>His professional focus encompasses strategic planning, enterprise development, and navigating intricate</p>	<p>M/s. A M Mandavkar & Co (FRN: 154807W) is a peer-reviewed Chartered Accountancy firm registered with the Institute of Chartered Accountants of India (ICAI). The firm specializes in providing risk-based internal audits, evaluating Internal Financial Controls (IFC), operational process reviews, risk management assessments, and statutory compliance reviews under Section 138 of the Companies Act, 2013.</p> <p>The firm possesses expertise in auditing procurement, sales, inventory, treasury,</p>



	corporate landscapes. Backed by a meticulous approach to management and execution, he brings valuable leadership and industry insight to corporate initiatives and organizational development.	HR, and IT general controls, and holds extensive experience in establishing robust internal control frameworks and governance architecture across corporate entities.
Disclosure of relationships between directors (in case of appointment of a director)	Son of Mr. Babulal Vardhan.	NA
Affirmation that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority	Mr. Dilip Vardhan is not debarred from holding the office as Director.	NA



FORM DIR-2

Consent to act as a director of a company

[Pursuant to section 152(5) of the Act and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014]

To,

The Board of Directors

Vardhan Capital and Finance Limited

113 Commerce House 140 N M Road Fort

Mumbai- 400023

Subject: Consent to act as a Non-Executive Director

I, **Dilip Vardhan** hereby give my consent to act as Additional Non-Executive Director of **Vardhan Capital and Finance Limited**, pursuant to sub-section (5) of section 152 of the Companies Act 2013 and certify that I am not disqualified to become a director under the Companies Act, 2013.

- | | | |
|---|---|---|
| 1. Director Identification Number (DIN) | : | 00207420 |
| 2. Name (in full) | : | Dilip Babulal Vardhan |
| 3. Father's name (in full) | : | Babulal Vardhan |
| 4. Address | : | A/10 Arvind Kunj, 5 th Floor,
Opp. A C Market, Tardeo, Tulsiwadi
Mumbai 400034 |
| 5. E-Mail ID | : | diwalidior@gmail.com |
| 6. Mobile Number | : | 9820904446 |
| 7. Income-tax PAN | : | AAAPV5348N |
| 8. Occupation | : | Business |
| 9. Date of birth | : | 08/04/1972 |
| 10. Nationality | : | Indian |
| 11. No. of companies in which I am already a Director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Wholetime Director, Secretary, Chief Financial Officer, Manager. | | |

No. of Companies in which I am already Director- 03

Particulars	CIN	Name of Company
Companies in which I am Managing Director	NA	NA
Companies in which I am Whole time Director	NIL	
Companies in which I am Director	U45200MH2005PTC158518	PAHLAJANI DEVELOPERS PRIVATE LIMITED
	U74110MH1995PTC091622	DIWALI MERCANTILE PRIVATE LIMITED
	U70109MH2007PTC172220	FLOWER QUEEN BUILDERS PRIVATE LIMITED
Companies in which I am Chief Executive Officer	NIL	
Company in which I am a Secretary	NIL	
Companies in which I am Chief Financial Officer	NIL	
Companies in which I am Manager	NIL	

12. Particulars of membership No. and Certificate of practice No. of the applicant is a member of any professional Institute. Specifically state NIL if none.

NIL

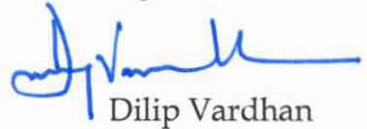
DECLARATION

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed my total Directorships in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

Date: 27th October, 2026

Place: Mumbai

Signature



Dilip Vardhan

DIN: 00207420

Enclosures:

1. Proof of Identity
2. Proof of Residence

CIN: L67120MH1995PLC084465

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF VARDHAN CAPITAL AND FINANCE LIMITED HELD ON FRIDAY, 30TH OCTOBER, 2026 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY.

Appointment of Mr. Dilip Vardhan (DIN: 00207420) as an Additional Non-Executive Director of the Company.

"RESOLVED THAT pursuant to the provisions of Section 152 and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee, Mr. Dilip Vardhan, (DIN: 00207420) be and is hereby appointed as an Additional Non-Executive Director of the Company and is liable to retire by rotation.

RESOLVED FURTHER THAT any Directors of the Company be and is hereby authorized to file the necessary documents with the Registrar of Companies in relation to the appointment and do all acts, deeds and things as may be required to give effect to the above resolution".

By Order of the Board



Ramesh Vardhan
Director
DIN: 00207488

Date: 30/10/2026
Place: Mumbai

CIN: L67120MH1995PLC084465

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF VARDHAN CAPITAL AND FINANCE LIMITED HELD ON FRIDAY, 30TH OCTOBER, 2026 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY

Appointment of Internal Auditor.

"RESOLVED THAT pursuant to provisions of section 138 of the Companies Act, 2013 and Rule 13 of Companies (Accounts) Rules, 2014 and other statutory modifications and amendments thereto, M/s A. M. Mandavkar & Co, Chartered Accountants, having Firm Registration No. 154807W, be and hereby appointed as the Internal Auditor of the Company to issue Internal Audit Report for the financial year 2026-2027"

"RESOLVED FURTHER THAT the draft engagement letter as placed before the Board specifying the scope, functioning, methodology and remuneration etc. for conducting the exercise as formulated in consultation with the Audit Committee be and is hereby approved.

RESOLVED FURTHER THAT any Director of the company be and is hereby authorized to sign and file such forms and/or returns, as may be required under the Companies Act 2013 and the Rules framed there under with the Registrar of Companies, Mumbai as may be required for notifying such appointment and further to do any ads, deeds and things as may be necessary in this regard."

For Vardhan Capital and Finance Limited



Ramesh Vardhan
Director
DIN: 00207488