

VLS FINANCE LIMITED

Regd. Office: - Ground Floor, 90, Okhla Industrial Estate, Phase-III, New Delhi-110020
CIN: L65910DL1986PLC023129, email: vls@vlsfinance.com, Website: www.vlsfinance.com
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NOTICE of 36th Annual General Meeting ("AGM")

NOTICE is hereby given that the 36th Annual General Meeting of the Members of **VLS FINANCE LIMITED** will be held on Friday, 29th September 2023 at 3:30 p.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the report of the Board of Directors and Auditors thereon;
- b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of Auditors thereon.
2. To approve dividend of Rs.1.50 per equity share.
3. To appoint a Director in place of Shri Suresh Kumar Agarwal (DIN: 00106763) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To approve the appointment of Shri Anoop Mishra (DIN: 02849054) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with applicable Rules and relevant provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Shri Anoop Mishra (DIN: 02849054) aged about 68 years, who was appointed as Additional Director in the category of Independent Director in terms of section 161(1) of the Act, by the Board of Directors concurring to the recommendation of Nomination and Remuneration Committee and who in the opinion of the Board fulfills the criteria given under Section 149(6) of the Act for an Independent Director of the Company and in respect of whom a notice under Section 160 of the Act has been received from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as Non-Executive Director in the category of Independent Director not liable to retire by rotation, for the first term of five consecutive years commencing from 10/08/2023 till 09/08/2028 or till such earlier date to conform with the policy on retirement as may be determined by the Board of Directors or statute(s), as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to aforesaid resolution."

5. To approve the appointment of Shri Adesh Kumar Jain (DIN: 00512969) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with applicable Rules and relevant provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Shri Adesh Kumar Jain (DIN: 00512969) aged about 70 years, who was appointed as Additional Director in the category of Independent Director in terms of section 161(1) of the Act, by the Board of Directors concurring to the recommendation of Nomination and Remuneration

Committee and who in the opinion of the Board fulfills the criteria given under Section 149(6) of the Act for an Independent Director of the Company and in respect of whom a notice under Section 160 of the Act has been received from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as Non-Executive Director in the category of Independent Director not liable to retire by rotation, for the first term of five consecutive years commencing from 10/08/2023 till 09/08/2028 or till such earlier date to conform with the policy on retirement as may be determined by the Board of Directors or statute(s), as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to aforesaid resolution."

6. To approve the re-appointment of Shri Mahesh Prasad Mehrotra (DIN: 00016768) as the Whole-time Director designated as Executive Vice -Chairman.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 2(94), 196, 197, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Article No. 108 of the Articles of Association of the Company and subject to such other approvals as may be required, the consent of members of the Company be and is hereby accorded for the re-appointment of Shri Mahesh Prasad Mehrotra (DIN: 00016768) aged about 83 years as Whole-time Director of the Company designated as Executive Vice- Chairman for a period of 3 (Three) years w.e.f. 1st August, 2023, on such remuneration and on such other terms and conditions as are expressed and contained in the agreement dated 27/05/2023 entered into for this purpose between the Company and the Executive Vice- Chairman, which agreement be and is hereby also approved.

RESOLVED FURTHER THAT Shri Mahesh Prasad Mehrotra will be liable to retire by rotation notwithstanding the contrary provision contained in Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary and/or revise upwards the remuneration of the Executive Vice-Chairman within the permissible limits under the provisions of the Companies Act, 2013 or any statutory amendment / modification thereof, from time to time, to settle any question or difficulty in connection therewith or incidental thereto and to do all such things, deeds and acts including delegation of powers herein to any person/committee as may be deemed necessary or expedient for giving effect to said appointment and in case it is required to obtain the consent of Company in this regard, to the end and intent then it shall be deemed to have been accorded expressly by authority of this resolution."

7. To approve revision in remuneration of Shri Suresh Kumar Agarwal (DIN: 00106763) - Managing Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 197, 203 read with Schedule V of the Companies Act, 2013 as amended and other applicable laws, subject to such approvals, permission and sanctions, if any, as may be required, the consent of the Company be and is hereby accorded to the revision in remuneration of Shri Suresh Kumar Agarwal (DIN: 00106763) - Managing Director of the Company and the revised remuneration package of Shri Suresh Kumar Agarwal – Managing Director shall be as under:

a. Salary

Basic salary of Rs. 3,25,000/- (Rupees Three Lacs Twenty Five Thousand Only) per Month.

b. Perquisites

In addition to the aforesaid salary, the Managing Director will be entitled to the following Perquisites:

- i. HRA/ Leased Accommodation: Rs.95,070/- (Rupees Ninety Five Thousand Seventy Only) per Month.
- ii. Leave Travel Concession: For the Managing Director and his family incurred not exceeding Rs.24,000/- (Rupees Twenty Four Thousand only) per annum as per rules of the Company.
- iii. Reimbursement of expenses for Books and Periodicals upto Rs. 6,570/- (Rupees Six Thousand Five Hundred Seventy only) per Month.
- iv. Reimbursement of secretarial services upto Rs.19,000/- (Rupees Nineteen Thousand only) per Month.
- v. Reimbursement of expenses for Business Promotion upto Rs. 8,500/- (Rupees Eight Thousand Five Hundred only) per Month.
- vi. Provident Fund, Gratuity payable, entitlement & encashment of leave, bonus and other benefits as per rules of the Company.
- vii. Facility of Chauffeur driven car for use on Company's business as per rules of the Company.
- viii. Facility of Telephones or provision of similar equipment/ facilities for official purpose will be free & not to be considered as perquisites except that the charges for personal long distance calls will be billed by Company to the Managing Director as per rules of the Company.

Explanation: 'Family' for the purpose of this clause means spouse & dependent children of the Managing Director subject to rules of the Company.

- c. Sitting Fees:-** The Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof from the date of his appointment."

All other terms and conditions of service as contained in the agreement dated 28/05/2022 entered into between the Company and the Managing Director will remain unchanged.

RESOLVED FURTHER THAT the aforesaid revision in remuneration shall be effective from 1st January, 2023, for residual period of appointment of Managing Director unless enhanced during the intervening period, in accordance with applicable provisions of Companies Act, 2013 and/or other law(s), for the time being in force.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary and/or revise upwards the remuneration of the Managing Director within the permissible limits under the provisions of the Companies Act, 2013 or any statutory amendment/modification thereof, from time to time, to take all necessary steps in this regard in order to comply with all the legal, procedural and other formalities to settle any question or difficulty in connection therewith or incidental thereto and to do all such things, deeds and acts including delegation of powers herein to any person/committee as may be deemed necessary or expedient for giving effect to said revision and in case it is required to obtain the consent of Company in this regard, to the end and intent then it shall be deemed to have been accorded expressly by authority of this resolution."

8. To approve revision in remuneration of Shri Kishan Kumar Soni (DIN: 00106037) – Director-Finance & CFO of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 197, 203 read with Schedule V of the Companies Act, 2013 as amended and

other applicable laws, subject to such approvals, permission and sanctions, if any, as may be required, the consent of the Company be and is hereby accorded to the revision in remuneration of Shri Kishan Kumar Soni (DIN: 00106037) - Director-Finance & CFO of the Company and the revised remuneration package of Shri Kishan Kumar Soni - Director-Finance & CFO shall be as under:

a. Salary

Basic salary of Rs. 3,22,000/- (Rupees Three Lacs Twenty Two Thousand Only) per Month.

b. Perquisites

In addition to the aforesaid salary, the Director-Finance & CFO will be entitled to the following Perquisites:

- i. HRA/ Leased Accommodation: Rs.80,300/- (Rupees Eighty Thousand Three Hundred only) per Month.
- ii. Leave Travel Concession: For the Director-Finance & CFO and his family incurred not exceeding Rs.24,000/- (Rupees Twenty Four Thousand only) per annum as per rules of the Company.
- iii. Reimbursement of expenses for Books and Periodicals upto Rs.5,660/- (Rupees Five Thousand Six Hundred Sixty only) per Month.
- iv. Reimbursement of secretarial services upto Rs.19,000/- (Rupees Nineteen Thousand only) per Month.
- v. Reimbursement of expenses for Business Promotion upto Rs. 8,500/- (Rupees Eight Thousand Five Hundred only) per Month.
- vi. Provident Fund, Gratuity payable, entitlement & encashment of leave, bonus and other benefits as per rules of the Company.
- vii. Facility of Chauffeur driven car for use on Company's business as per rules of the Company.
- viii. Facility of Telephones or provision of similar equipment/ facilities for official purpose will be free & not to be considered as perquisites except that the charges for personal long distance calls will be billed by Company to the Director-Finance & CFO as per rules of the Company.

Explanation: 'Family' for the purpose of this clause means spouse & dependent children of the Director-Finance & CFO subject to rules of the Company.

- c. Sitting Fees:-** The Director-Finance & CFO shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof from the date of his appointment."

All other terms and conditions of service as contained in the agreement dated 28/05/2022 entered into between the Company and Director-Finance & CFO will remain unchanged.

RESOLVED FURTHER THAT the aforesaid revision in remuneration shall be effective from 1st January, 2023, for residual period of appointment of Director-Finance & CFO, unless enhanced during the intervening period, in accordance with applicable provisions of Companies Act, 2013 and/or other law(s), for the time being in force and that in terms of section 196 of the Companies Act, 2013 the consent of Company be and is hereby accorded for continuation of employment of Shri Kishan Kumar Soni as Director-Finance & CFO in present tenure after attaining the age of 70 (Seventy) years.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary and/or revise upwards the remuneration of the Director Finance & CFO within the permissible limits under the provisions of the Companies Act, 2013 or any statutory amendment/modification thereof, from time to time, to take all necessary steps in this regard in order to comply with all the legal, procedural and other formalities to settle any question or difficulty in connection therewith or incidental thereto and to do all such things, deeds and

acts including delegation of powers herein to any person/committee as may be deemed necessary or expedient for giving effect to said revision and in case it is required to obtain the consent of Company in this regard, to the end and intent, then it shall be deemed to have been accorded expressly by authority of this resolution."

9. To approve modification of remuneration of Shri Vikas Mehrotra (DIN: 06476150) - Managing Director- International Operations of the Company.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 197, 203 read with Schedule V of the Companies Act, 2013 as amended and other applicable laws, subject to such approvals, permission and sanctions, if any, as may be required, the consent of the members of the Company be and is hereby accorded to the revision in remuneration of Shri Vikas Mehrotra (DIN: 06476150) - Managing Director- International Operations of the Company and the revised remuneration package of Shri Vikas Mehrotra – Managing Director- International Operations would be as under:

a. Salary

Basic salary of Rs. 6,70,000/- (Rupees Six Lacs Seventy Thousand Only) per month.

b. Perquisites

In addition to the aforesaid salary, the Managing Director- International Operations would be entitled to the following Perquisites:

- i. Provident Fund and similar benefits as per rules of the Company.
- ii. Facility of Chauffeur driven car for use on Company's business as per rules of the Company.
- iii. Facility of Telephones or provision of similar equipment/ facilities for official purpose would be free & not to be considered as perquisites except that the charges for personal long-distance calls would be billed by Company to Managing Director- International Operations.

Provided that the total value of salary and perquisites herein above would not exceed at any time, the ceiling of remuneration prescribed in relevant regulations in force, for the time being.

- c. Sitting Fees:** The Managing Director- International Operations would not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof from the effective date of his appointment.

RESOLVED FURTHER THAT all other terms and conditions of service as contained in the agreement dated 13/11/2021 entered into between the Company and the Managing Director- International Operations would remain unchanged.

RESOLVED FURTHER THAT the aforesaid revision in remuneration would be effective from 1st January, 2023, for residual period of appointment of Managing Director- International Operations unless enhanced during the intervening period, in accordance with applicable provisions of Companies Act, 2013 and/or other law(s), for the time being in force.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary and/or revise upwards the remuneration of the Managing Director- International Operations within the permissible limits under the provisions of the Companies Act, 2013 or any statutory amendment/modification thereof, from time to time, to take all necessary steps in this regard in order to comply with all the legal, procedural and other formalities to settle any question or difficulty in connection therewith or incidental thereto and to do all such things, deeds and acts including delegation of powers herein to any person/committee as may be deemed necessary or expedient

for giving effect to said revision and in case it is required to obtain the consent of Company in this regard, to the end and intent, then it shall be deemed to have been accorded expressly by authority of this resolution.

By order of the Board
for VLS Finance Limited

Place: New Delhi
Date: 10/08/2023

(H. Consul)
Company Secretary
M. No. A11183

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto and form part of this notice. The Board of Directors have considered and decided to include the Item Nos. 5 to 9 as Special Business in the forthcoming AGM, as they are unavoidable in nature. The details pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this notice. Further, the item relating to reappointment of Shri Vikas Mehrotra (DIN:06476150) as Director liable to retire by rotation though recommended by the Board of Directors on 27/05/2023 has been withdrawn and not included in accompanying notice under the head 'Ordinary Business' because of untimely demise of Shri Vikas Mehrotra on 13/07/2023.
2. The Ministry of Corporate Affairs ('MCA'), vide its General Circular Nos. 10/2022 dated 28/12/2022 read with Circular No. 02/2022 dated 05/05/2022, Circular No. 21/2021 dated 14/12/2021; Circular No. 19/2021 dated 08/12/2021; Circular No. 02/2021 dated 13/01/2021, Circular no. 20/2020 dated 5/05/2020 and subsequent circulars issued in this regard, (collectively referred to as 'MCA Circulars') has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 respectively ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations and has allowed the Listed Entities to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without physical presence of members at common venue during the calendar year 2023. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 36th AGM of the Company shall be conducted through VC/OAVM. The National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. Hence, the members can participate in AGM through VC/OAVM only. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 8 herein.
3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. In accordance with Secretarial Standard - 2 on General Meetings issued by ICSI read with clarification / guidance thereon, the proceedings of AGM shall be deemed to be conducted at the Registered Office of the Company which shall be

the deemed venue for the AGM. The term 'member' or 'shareholder' appearing anywhere herein refers to person whose name stands in register of members of the Company on the relevant date. Further, the term 'PAN' or PAN Card means 'PAN' Linked to Aadhar, wherever applicable and copy of Aadhar refers to copy of masked Aadhar i.e. where its number has been masked except for 4 digits.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday 23/09/2023 to Friday 29/09/2023 (both days inclusive).

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

5. Continuing with relaxation given vide Circular Nos. 10/2022 dated 28/12/2022 read with Circular No. 02/2022 dated 05/05/2022 read with Circular No. 21/2021 dated 14/12/2021; Circular No. 19/2021 dated 08/12/2021; Circular No. 02/2021 dated 13/01/2021, Circular no. 20/2020 dated 05/05/2020 issued by MCA and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 respectively issued by SEBI, the dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith) for the year 2022-23, had been dispensed with and such statements including the Notice of AGM are to be sent in electronic mode only, to Members whose e-mail address is registered with the Company or the depositories, as per records of the Company on the date of sending the documents. Attention of members is also invited to the Ministry of Corporate Affairs "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and it has been clarified through circulars that service of notice/ documents including Annual Report can be made by e-mail or other electronic means to its members for compliance of relevant provisions of the Act. To support this green initiative of the Government in full measure, members who have not registered their e-mail address so far are requested to register their email address as per procedure enumerated hereinafter.
6. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at its registered office or email at vlsvlsfinance.com followed by physical copy of the signed request in Form ISR-1 besides updating other information as per SEBI's directive no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16/03/2023, if not done already. Please refer clause 42 herein for details.

Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulty in registering the e-mail address, Members may write to vlsvlsfinance.com or hconsul@vlsvlsfinance.com.

7. This Notice of AGM along with Annual Report for the financial year 2022-23, is available on the website of the Company at www.vlsvlsfinance.com, on the website of concerned Stock Exchanges i.e. BSE Limited, National Stock Exchange of India Limited, the Calcutta Stock Exchange Association Ltd. and on the website of NSDL at www.evoting.nsdl.com.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

8. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Members login where the EVEN of Company will be

displayed. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in Note No. 20 herein. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

9. For convenience of the Members and proper conduct of AGM, Members can login and join 15 (Fifteen) minutes before the time scheduled for the AGM and facility to join shall be kept open throughout the proceedings of AGM.
10. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. Members who need assistance before or during the AGM with use of technology, can:
 - Send a request at evoting@nsdl.co.in or use Toll free no.: 1800-1020-990; or
 - Contact Mr. Amit Vishal, Assistant Vice President, NSDL at the designated email ID: evoting@nsdl.co.in or at telephone number 022-24994360; or
 - Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or at telephone number 022-24994545.
12. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM. Any Institutional Member, facing issues for participating in AGM can write to vlsvlsfinance.com or investor.services@rcmcdelhi.com.
13. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

15. The Members, whose names appear in the Register of Members / list of Beneficial Owners at the closing hours on Friday, 22nd September, 2023, i.e. the date preceding to the commencement of book closure, being the cut-off-date, are entitled to attend the AGM and vote on the Resolutions set forth in this Notice. The voting right of shareholders shall be in proportion to their share in the paid-up share capital of the Company as on cut off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
16. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members holding shares as on cut-off date are encouraged to express their views / send their queries in advance mentioning their name, securities account number / folio number, email id, mobile number at vlsvlsfinance.com. Questions / queries received by the Company between 9.00 a.m. on Friday, 22nd September, 2023 to Sunday 24th September, 2023 till 5.00 p.m. shall only be considered and responded during the AGM.

17. Members holding shares as on cut-off date who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address to vlsvlsfinance.com mentioning their name, DP ID and Client ID/folio number, PAN, mobile number between 9.00 a.m. on Friday, 22nd September, 2023 to Sunday 24th September, 2023 till 5.00 p.m. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Members will be provided a queue number/speaker number before the meeting. Members are requested to wait for their turn to be called by Chairman of the meeting during Question and Answer session and adhere to time limit announced at the meeting. Due to limitation of time for transmission and coordination at AGM, the Question and Answer session may be curtailed by the Chairman of the meeting.
18. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

19. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Tuesday 26/09/2023 and end at 5.00 p.m. on

Thursday 28/09/2023. The remote e-voting facility will be disabled by NSDL for voting thereafter. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>. The e-voting module on the day of the AGM shall be disabled by NSDL for voting, 15 minutes after the conclusion of the meeting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

20. **How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) **Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	<p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 or 022-2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-225-533.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Voting has to be done for each item of Notice separately. If you do not desire to cast your vote on specific item and leave it without marking choice i.e. 'For' or 'Against' then it will be treated as abstained. The option for choosing enblock 'Assent' or 'Dissent' will also be available.
5. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote. Members holding multiple folios/securities (demat) account shall choose the voting process separately for each folio/securities account.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vlsvlsfinance.com with a copy marked to evoting@nsdl.co.in.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to any of the officials as per note no. 11 herein at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of masked Aadhar Card) by email to vlsvlsfinance.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of masked Aadhar Card) to vlsvlsfinance.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

21. Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF/ JPG format) of the relevant Board Resolution/ appropriate authorisation, with the specimen signature(s) of the authorized signatory (ies) duly attested, to the Scrutinizer through e-mail aaggarwal_cs@yahoo.com with a copy marked to NSDL's e-mail ID evoting@nsdl.co.in. In case of joint holders, any or all of the holders may attend the meeting though the login provided for relevant folio/ securities account because separate login for each joint holder is not permitted. The voting can also be done only once i.e. one time irrespective of number of joint holders for such folio/ securities account by any of the joint holders.
 22. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 23. In terms of provisions of Sections 108 and 109 of the Companies Act, 2013('the Act') read with Rules 20 and 21 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the listing regulations for votes cast through remote e-voting and by e-voting at AGM on the business to be transacted in AGM of the Company on 29/09/2023, the Board of Directors of the Company has appointed Shri Ashutosh Aggarwal (M. No.A9972 and CoP No. 7467) of A. Aggarwal & Associates - Company Secretaries to act as the scrutinizer. Shri Ashutosh Aggarwal has consented to act as Scrutinizer for conducting voting process in fair and transparent manner. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). The scrutinizer after completion of scrutiny of the voting (Votes casted through remote e-voting prior to AGM and votes casted during AGM) shall submit a consolidated scrutinizer report of votes cast in favour or against for each items of notice to the chairman of the meeting or in his absence to the Managing Director or in his absence to the Director -Finance & CFO of the Company who shall countersign the same and declare the result not later than 2 working days from the conclusion of AGM. The resolutions set out in this notice shall be deemed to have been passed on the date of AGM subject to requisite number of votes in favour of resolution.
 24. The results of the electronic voting upon declaration shall be disseminated forthwith to the concerned Stock Exchanges. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at www.vlsfinance.com and at the registered office of the company.
- PROCEDURE FOR INSPECTION OF DOCUMENTS:**
25. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode or at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of AGM. Request for inspection may be sent on vls@vlsfinance.com.
 26. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection electronically upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.
- DIVIDEND RELATED INFORMATION:**
27. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on date of Book closure will be paid the Dividend for the financial year ended 31st March, 2023, as recommended by the Board on or before 29/10/2023, if approved at the AGM.
 28. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts as on cutoff date, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants and also ensure that complete and correct updation is done by concerned depository participant before cutoff date.
 29. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate in Form ISR -1 to M/s. RCMC Share Registry Pvt. Ltd., Registrar and Share Transfer Agent of the Company or Corporate Secretarial Department of the Company by sending a scanned copy thereof on email to Company at vls@vlsfinance.com or its Registrar and transfer agent at investor.services@rcmcdelhi.com followed by physical copy thereof. It is advisable to update all information sought as per SEBI directive dated 16/03/2023 in prescribed format to facilitate serving to members by the Company. The format is available on the website of the Company and can also be obtained by sending email at vls@vlsfinance.com. Please refer clause 42 herein for details. In case, the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant to such shareholder by post except where folio/Securities account has been frozen or otherwise debarred for any reason.
 30. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of payment of dividend based on information on tax status of members available with it on cutoff date. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with, the provisions of the Income Tax Act, 1961. An indicative list of taxability of various categories is given below:
 - a) For Resident Shareholders, TDS shall be made under Section 194 of the Income Tax Act, 1961 at 10% on the amount of Dividend declared and paid by the Company during financial year 2023-24 provided that Aadhar linked Permanent Account Number ("PAN"), if applicable, is registered by the Shareholder. If PAN is not registered, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961. Members are therefore, requested to update their valid PAN in their folio/demat account by approaching Company or RTA/Depository Participant respectively.

However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by him during financial year 2023-24 does not exceed Rs. 5,000/-. Please note that this includes the future dividends if any which may be declared by the Board in the financial year 2023-24. Further tax will be deducted at higher rate of 20% in case PAN is not linked with Aadhar, wherever applicable, besides freezing of such folio/securities account w.e.f. 01/10/2023 unless extended, if aforesaid linking is not done.

Further, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an individual above the age of 60 years), or evidence of exemption from Section 194 of the Income Tax Act, 1961 in any other category e.g. Govt. etc.

Where lower tax deduction certificate obtained from Income Tax Authority u/s 197 of the Income Tax Act, 1961 has been submitted

by Shareholder, the tax will be deducted as per rate specified in the Certificate.

Section 206AB introduced by the Finance Act, 2021 effective 1st July, 2021 (amended by Finance Act, 2022 effective 1st April, 2022), provides for deduction of higher rate of tax @ 20% in case a person though having a valid PAN:

- a) Had not filed Income Tax return ('ITR') for the preceding previous year where the time limit to file the return of income prescribed u/s 139 (1) of the Income-tax Act, 1961 has expired; and
 - b) Had aggregate TDS/TCS credit of Rs. 50,000 or more in that preceding year.
- b) For Non-resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable Surcharge and Cess) on the amount of Dividend payable to them. However, as per Section 90 of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Taxation Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:
- Self-attested copy of Tax Residency Certificate ('TRC') obtained from the tax authorities of the country of which the shareholder is resident for the financial year 2023-24.
 - Self declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
 - Self-attested copy of the Permanent Account Number ('PAN Card') allotted by the Indian Income Tax authorities or declaration as per Rule 37BC of Income Tax Rules, 1962.
 - Self-declaration, certifying the following points:
 - i. Member is and will continue to remain a tax resident of the country of its residence during the financial year 2023-24;
 - ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iv. Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and
 - v. Member does not have a taxable presence or a permanent establishment in India during the financial year 2023-24.
 - vi. Non-Resident Shareholder is satisfying the Principle Purpose Test as per the respective tax treaty effective 1st April, 2020 (if applicable).

31. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident shareholder.

32. Kindly note that the aforementioned documents are required to be submitted at <https://rcmcdelhi.com> with copy to vls@vlsfinance.com on or before Friday, 15th September, 2023 in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate. No communication on the tax determination / deduction shall be entertained post Friday, 15th September, 2023. It may be further noted that in case the tax on said dividend is deducted at a higher rate in

absence of receipt of the aforementioned details / documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible. *The Resident Non-Individual Members i.e. Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before the aforesaid timelines.*

33. The Company shall arrange to email the soft copy of TDS certificate to you at your registered email ID in due course, post payment of the said Dividend.
34. The Unpaid/unclaimed dividends up to 31/03/1995 had been transferred to General Revenue Account of Central Government and can be claimed from the Central Government in prescribed form. Pursuant to Section 205A of the Companies Act, 1956 ("the Act") all unclaimed/unpaid dividends after 31/03/1995 up to the financial year 1997-1999 (18 months) has been credited to Investor Education & Protection Fund ('IEPF'). The investors details of amount remaining unpaid /unclaimed of the dividend declared for the year 1995-96, 1996-97 (18 months), 1997-99 (18 months) and refund of unpaid amount belonging to the public issue in the year 1993 and 1994 had been filed with the IEPF (MCA portal) in Excel format in compliance of Investor Education and Protection fund Authority (Accounting, Audit, Transfer and Refund) Second amendment Rules 2019 effective from 20/08/2019. The list of Members whose dividend/refund for aforesaid years is unclaimed/unpaid is available inter alia on Company's website. Members are requested to claim the said Dividend/refund by applying online in Form IEPF-5 available on the website www.iepf.gov.in alongwith fee specified by the Authority. At present, no unpaid /unclaimed dividend remains which is liable to be transferred to IEPF. The Member(s) whose dividend/shares have been transferred to the IEPF Authority can now claim their dividend / shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority viz. <http://www.iepf.gov.in/IEPF/refund.html>. The amount remaining unpaid /unclaimed of the dividend declared for the year 2016-17, 2017-18, 2018-19, 2019-20, 2020-21 and 2021-22 would be transferred to IEPF as per applicable procedure i.e. after 7 years.
35. Members are requested to claim the Dividend for following years by writing to the Company or its RTA, alongwith complete details of their Bank Account as prescribed and the expired dividend instrument/ undertaking for loss of instrument, at the earliest.

Financial year ended on	AGM Date	Dividend rate	Date of transfer to Unpaid Dividend A/c	Due for Transfer to IEPF on	Amount of unclaimed Dividend as on 31/03/2023 (Rs.)
31/03/2017	25/09/2017	10%	31/10/2017	31/10/2024	25,36,518.00
31/03/2018	20/09/2018	10%	26/10/2018	26/10/2025	26,30,908.00
31/03/2019	12/09/2019	10%	18/10/2019	18/10/2026	26,03,251.00
31/03/2020	10/12/2020	15%	16/01/2021	16/01/2028	35,59,961.75
31/03/2021	30/09/2021	15%	06/11/2021	06/11/2028	35,17,801.76
31/03/2022	30/09/2022	15%	06/11/2022	06/11/2029	35,95,132.04

The last date for claiming dividend for the F.Y. 2016-17 will be 01/10/2024.

36. The IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of

IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 30/09/2022 (date of previous AGM) are available on the website of the Company at <https://www.vlsfinance.com/investorrelations/unclaimed-and-unpaid-dividends/> and on IEPF's website. Pursuant to IEPF Rules, as amended, no claim shall lie against Company in respect of unclaimed dividend amount and Equity Shares transferred to IEPF and IEPF suspense account respectively.

37. In terms of regulation 39 of SEBI listing regulations, the undelivered shares have to be credited to "Unclaimed Suspense Account" with a depository participant and the Company has initiated procedural compliance in this regard. As a consequence, inter-alia, the voting rights in respect of such shares shall stand frozen till shares are restored to members. Further, the said shares will be transferred to 'IEPF' alongwith the dividend remaining unpaid/unclaimed as and when the first of such dividend remaining unpaid/unclaimed is liable to be transferred to 'IEPF' i.e. upon expiry of seven years.

OTHERS:

38. The shares of the Company are traded in demat segment only w.e.f. 28th August, 2000 for all categories of investors in Stock Exchanges. **The ISIN allotted to Company is INE709A01018** for both the Depositories viz. The National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).
39. Those persons, who become members of the Company after the dispatch of this notice of the AGM by the Company and whose names appear in the register of members or register of beneficial holders as on the cut-off date may view the notice of the 36th AGM on the Company's website or on the website of NSDL or concerned Stock Exchanges. Such members may exercise their e-voting rights either through remote e-voting by following the procedure as mentioned above or by voting at the AGM. In case of any difficulty Members may contact the Company or its Registrar and Transfer Agent.
40. Members who wish to obtain information about the Company or view the financials of Company may visit the Company's website viz. www.vlsfinance.com
41. The Company has retained **M/sRCMCShare RegistryPvt. Ltd., as its Registrar & Transfer Agent ("RTA")** w.e.f. 01/04/2003 for entire shareholder services. All correspondence, therefore, may be addressed to the said Registrar & Transfer Agent at:

B-25/1 First Floor, Okhla Industrial Area Phase II,
New Delhi-110 020
Email: investor.services@rcmcdelhi.com,
website: www.rcmcdelhi.com
(Phone Nos. 011 – 26387320-21-23 and Fax 011-26387322)

However, for any further assistance in said matters, queries may be addressed to the Company Secretary at its Registered Office at:

Ground Floor, 90, Okhla Industrial Estate, Phase - III,
New Delhi - 110020
Phone No. 011-4665 6666, Fax: 011-4665 6699.
Dedicated Investor Services e-mail: hconsul@vlsfinance.com
Website: www.vlsfinance.com

The Registered Office of the Company has been shifted from First Floor, 90, Okhla Industrial Estate, Phase-III, New Delhi-110020 to Ground Floor, 90, Okhla Industrial Estate, Phase-III, New Delhi-

110020 w.e.f. 10/11/2022 pursuant to Board's decision to this effect on 09/11/2022.

42. The extant SEBI listing regulations mandate that no transfer of securities of listed Companies be effected in physical form after 31/03/2019. However, transmission and transposition of physical shares is allowed as detailed in note no. 43. Further, Members holding shares in physical form are again requested to provide PAN and Bank details besides other information in Form ISR-1. Please use the correct form for specific request viz. ISR-1, ISR-2, ISR-3 or SH-13 for prompt action. The formats thereof are available on the website of the Company and its RTA. For further assistance, the Company or its RTA may be contacted. ***As per SEBI directive no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16/03/2023, the folio and securities account (Demat A/c) of holders who have not updated the PAN or if updated, the PAN is not linked to Aadhar, though applicable or other information stated in said directive shall be frozen by Company/ Depository w.e.f. 01/10/2023 and no service request will be entertained till PAN is correctly updated. The dividend or any other benefit falling due after the folio/ demat account has been frozen will be released in electronic mode only after the information aforesaid is updated. However, intimation by the Company to such shareholder will be made informing that the relevant benefit is due and can be claimed upon furnishing relevant details for reverting the status of folio /Demat account to normal.*** Further if the FOLIO/Demat A/c continue to remain frozen as on 31/12/2025, the frozen Folio(s)/Demat A/c shall be referred by the Company to administering Authority under Benami Transactions (Prohibition) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
43. Members, who are holding shares in identical order of names in more than one Folio i.e. physical form, are requested to write to the RTA of the Company or the Company at its registered office, to enable the Company to consolidate their holding under one Folio. The copy of PAN card of all holders is required to be furnished to the Company/RTAs for transposition of shares and in case of transmission, the PAN details of claimant is mandatory. Registration of Nomination in accordance with the provisions of Section 72 of the Companies Act, 2013 or declaration for no nomination is mandatory in respect of shares held by individuals in physical form as per SEBI's directive dated 16/03/2023. Members may send their nomination in prescribed Form no. SH-13 or no nomination in ISR-3, as the case may be, duly filled in, to the RTA of Company. Any change in nomination can be done by requesting in form SH-14. Attention of members is also invited to amendment in Listing Regulations w.e.f. 24/01/2022 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25/01/2022 mandating for issue of securities in dematerialize form only in case of services requests covered in Form ISR-4 and ISR-5 relating to transmission/transposition/duplicate share certificate amongst others specified therein.

So, after approval of investor's service requests relating to above, 'Letter of confirmation' will be issued by the RTA for enabling generation of demat request for credit of relevant securities in claimant's demat account. No physical certificate will be issued after transmission/folio consolidation and other requests aforesaid are approved and physical certificate, if any tendered, will be destroyed after Letter of Confirmation has been issued by the Company. The process will not only facilitate updation of information with the Company from single point i.e. depository in future but will also save time and resources of investor from

spending on separate updation of information with each company by investor, incase the securities are held in physical form. For securities held in electronic (demat) form, all service requests i.e. transfer/transmission/nomination or updation of PAN, address, email etc. will be dealt by concerned depository participant which securities account is maintained.

44. Information regarding Directors retiring by rotation or otherwise seeking appointment/reappointment as required under Secretarial Standard-2 and Regulation 36(3) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015

(A)

Sl. No.	Name of the Director/ DIN	Date of Birth	Date of Appointment	Qualifications and Expertise in specific functional areas	List of Companies in which Directorship held as on 10/08/2023	Chairman ('C') / Member ('M') of the Committees of other companies as on 10/08/2023	Whether qualified u/s 164(2) of the Companies Act, 2013 or any other applicable regulation(s).
				No. of Board meetings attended during the year		Chairman ('C')/ Member ('M') of Committee in VLS Finance Ltd.	
				Relationship between Directors inter-se			
1.	Shri S. K. Agarwal DIN: 00106763	22/01/1951	28/05/2003	B. Com(H), C.A.I.I.B.	a) Risk Software Solution Pvt. Limited b) VLS Securities Ltd. c) VLS Asset Management Ltd. d) VLS Real Estate Ltd.	Nil	Yes
				He is former banker having experience of over Four and half decades in the Banking Financial Services, asset management, portfolio management and other related Capital Market activities. He is also former executive trustee of PNB Mutual Fund. He had been associated with VLS Group since 1995 and was positioned as Senior President in the Company w.e.f. 01/01/1998. He was appointed as Managing Director of the Company for the first Tenure w.e.f. 21/08/2004 and had been reappointed for said position since then.		Nil	
						Nil	
				Nil			
						a) Stakeholder Relationship Committee (M) b) Operations Management Committee (M) c) CSR Committee (M)	
				8 of 8			
				Shri S. K. Agarwal is not related to any other Director of the Company.			

(B) Shareholding of above Directors as on 31/03/2023

S. No.	Name	No. of shares held in the Company	Percentage
1	Shri S. K. Agarwal	1	Negligible

(C) Terms and Conditions of Reappointment along with remuneration to be paid and last drawn by such person, if any:

S. No.	Name	Terms and Conditions of appointment/reappointment	Details of Remuneration last drawn/ sought to be paid
1	Shri S. K. Agarwal	Reappointment pursuant to Section 152 of the Companies Act, 2013	Please refer to Para 1 of Report on Corporate Governance for past remuneration and explanatory statement for item no. 7 regarding remuneration sought to be paid.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 4

Appointment of Shri Anoop Mishra (DIN: 02849054) as Independent Director for his first term of five years.

The Board in its meeting held on 10/08/2023, concurring to the recommendation of the Nomination and Remuneration Committee had appointed Shri Anoop Mishra (DIN: 02849054) aged about 68 years, as an Additional Director of the Company in the category of Independent Director subject to requisite approvals. He has attended 1 (One) Meeting of the Board held during the financial year 2023-2024. As an Additional Director,

Shri Anoop Mishra would hold office till the date of ensuing Annual General Meeting according to provisions of section 161 (1) of the Companies Act, 2013 until the appointment is approved by the members.

The Company has received a notice under section 160 of the Companies Act, 2013 from a member proposing the appointment of Shri Anoop Mishra as an Independent Director of the Company. In the opinion of the Board, Shri Anoop Mishra fulfils the conditions prescribed in the Companies Act, 2013 and other applicable regulations of appointment as Independent Director. Shri Anoop Mishra has consented to the said appointment. Having regard to his expertise and experience, it will be in the interest of the Company to appoint him as Independent Director.

Other information as required under secretarial standard-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director/ DIN	Shri Anoop Mishra /(DIN: 02849054) /IDDB-DI-202106-036707	Other Details
Age/Occupation	16/05/1955/ 68 years/ Retired	<p>The term would be 5 (five) consecutive years subject to applicable regulations.</p> <p>No other remuneration except a sitting fee for attending Board/ Committee meeting unless in accordance with applicable regulations.</p> <p>Not liable to retire by rotation.</p> <p>Board meeting attended: 1 (One) i.e. on 10/08/2023.</p> <p>Sitting fee paid for attending meetings of the Board and Committees thereof during the year: Rs. 1,20,000/-</p>
Qualification	Graduate in Statistics, Mathematics & Physics from Allahabad University; Post Graduate Masters in Physics from Allahabad University; Certificate in Management from Institute of Management Development, U.P. and Course in project appraisal & Risk Analysis from Harvard Institute for International Development.	
Date of appointment	10/08/2023	
Brief profile	<p>Shri Anoop Mishra is a retired IAS officer and has over forty years of experience in the wide range of public service.</p> <p>A brief description of positions held by him is given below:</p> <p>Shri Anoop Mishra has worked as Secretary General, Lok Sabha, India (the Lower House, Parliament of India). He has also headed the civil administration of Uttar Pradesh, India as Chief Secretary and worked as a Diplomat – Minister (Economic Affairs), Embassy of India, Washington DC, USA – in charge of economic engagement between USA and India. During the service, he has served as Finance Secretary, UP and Joint Secretary, Dept. of Economic Affairs, Govt. of India, In-charge of finance and economic management, and as Chairman, Board of Revenue, U.P. He has been the Chief Negotiator, Govt. of India for resolution of the Enron issue and for Bilateral Investment Treaties. He had also worked as District Magistrate.</p>	
Other Directorship as on 10/08/2023.	1) VLS Securities Ltd. 2) VLS Capital Ltd.	
Chairman ('C')/ Member ('M') of Audit Committee of other Companies as on 10/08/2023.	VLS Capital Ltd. (M)	
Chairman ('C')/ Member ('M') of Stakeholders Relationship Committee of other Companies as on 10/08/2023.	Nil	
Chairman ('C')/ Member ('M') of Nomination and Remuneration Committee of other Companies as on 10/08/2023.	VLS Capital Ltd. (M)	
Chairman ('C')/ Member ('M') of CSR Committee of other Companies as on 10/08/2023.	VLS Capital Ltd. (M)	
Committee Membership in VLS Finance Limited as on 10/08/2023	1. Audit Committee – Member 2. Nomination and Remuneration Committee – Member 3. CSR Committee – Member 4. Stakeholder Relationship Committee - Member	
Shareholding in the Company	Nil	
Relationship between directors inter-se	Shri Anoop Mishra is not related to any of the Directors of the Company.	

Accordingly, it is proposed to appoint Anoop Mishra as an Independent Director for a period of 5 years w.e.f. 10/08/2023 subject to stipulation for age of retirement if any, prescribed from time to time. Shri Anoop Mishra shall not be liable to retire by rotation during his tenure as independent director. Your Directors recommend his appointment as an Independent Director of the Company as set out in item no. 4 of the accompanying Notice.

The copy of notice received from member and other documents are available for inspection by the members of the Company both electronically and at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days till the date of the Annual General Meeting.

None of the Directors or Key Managerial Personnel or their relatives except Shri Anoop Mishra and his relatives are directly or indirectly interested in the resolution.

ITEM NO. 5

Appointment of Shri Adesh Kumar Jain (DIN: 00512969) as Independent Director for his first term of five years.

The Board in its meeting held on 10/08/2023, concurring to the recommendation of the Nomination and Remuneration Committee had appointed Shri Adesh Kumar Jain (DIN: 00512969) aged about 70 years, as an Additional Director of the Company in the category of Independent Director subject to requisite approvals. As an Additional Director, Shri Adesh Kumar Jain would hold office till the date of ensuing Annual General Meeting according to provisions of section 161 (1) of the Companies Act, 2013 until the appointment is approved by the members.

The Company has received a notice under section 160 of the Companies Act, 2013 from a member proposing the appointment of Shri Adesh Kumar Jain as an Independent Director of the Company. In the opinion of the Board, Shri Adesh Kumar Jain fulfils the conditions

prescribed in the Companies Act, 2013 and other applicable regulations of appointment as Independent Director. Shri Adesh Kumar Jain has consented for said appointment. Having regard to his expertise and experience, it will be in the interest of the Company to appoint him as Independent Director.

Other information as required under secretarial standard-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director/ DIN	Shri Adesh Kumar Jain / (DIN: 00512969) / IDDB-NR-202208-043801	Other Details
Age/Occupation	08/08/1953/ 70 years/ Professional	The term would be 5 (five) consecutive years subject to applicable regulations.
Qualification	B.Com., C.A.	
Date of appointment	10/08/2023	No other remuneration except a sitting fee for attending Board/ Committee meeting unless in accordance with applicable regulations.
Brief profile	Shri Adesh Kumar Jain, besides being the founder partner of M/s Jain & Malhotra, Chartered Accountants had nearly four decades of experience in taxation, audit, internal controls, finance, Banking, capital market and advisory services with sound understanding of business environment coupled with his sound financial and accounting background.	
Other Directorship as on 10/08/2023.	1. South Asian Enterprises Ltd. 2. Vivadi Managements Services Private Ltd.- Director 3. Bigtel IT Solutions Private Ltd.- Director 4. Parshnath Manufacturers Private Ltd.- Director 5. Bigtel Insurance Private Ltd.- Director 6. M/s Jain & Malhotra, Chartered Accountants - Founder Partner	Not liable to retire by rotation. Board meeting attended: 1 (One) i.e. on 10/08/2023. Sitting fee paid for attending meetings of the Board and Committees thereof during the year:Rs. 1,20,000/-
Chairman ('C')/ Member ('M') of Audit Committee of other Companies as on 10/08/2023.	South Asian Enterprises Ltd. (M)	
Chairman ('C')/ Member ('M') of Stakeholders Relationship Committee of other Companies as on 10/08/2023.	Nil	
Chairman ('C')/ Member ('M') of Nomination and Remuneration Committee of other Companies as on 10/08/2023.	South Asian Enterprises Ltd. (M)	
Chairman ('C')/ Member ('M') of CSR Committee of other Companies as on 10/08/2023.	Nil	
Committee membership in VLS Finance Limited	1. Audit Committee – Member 2. Nomination and Remuneration Committee – Member 3. CSR Committee - Member	
Shareholding in the Company	2,000 Shares	
Relationship between directors inter-se	Shri Adesh Kumar Jain is not related to any of the Directors of the Company.	

Accordingly, it is proposed to appoint Shri Adesh Kumar Jain as an Independent Director for a period of 5 years w.e.f. 10/08/2023 subject to stipulation for age of retirement if any, prescribed from time to time. Shri Adesh Kumar Jain shall not be liable to retire by rotation during his tenure as independent director. He would, however, be completing 75 years of age during the proposed tenure of 5 years as Non-Executive Director in the category of Independent Director. In terms of Regulation 17(1C) of Listing Regulations, the appointment of continuation of Non-Executive Director aged 75 years or more would require approval of members by Special Resolution. Your Directors recommend his appointment as an Independent Director of the Company as set out in item no. 5 of the accompanying Notice by Special Resolution.

The copy of notice received from member and other documents are available for inspection by the members of the Company both electronically and at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days till the date of the Annual General Meeting.

None of the Directors or Key Managerial Personnel or their relatives except Shri Adesh Kumar Jain and his relatives are directly or indirectly interested in the resolution.

ITEM NO. 6

Appointment of Shri Mahesh Prasad Mehrotra (DIN:00016768) as Whole-time Director designated as Executive Vice-Chairman.

Shri Mahesh Prasad Mehrotra is a Chartered Accountant by profession and a law graduate with over 60 years of rich experience in areas of taxation, administration and financial services besides being the promoter of the Company. He is a member of Audit committee, Operations Management Committee and CSR Committee of the Board. Shri Mahesh Prasad Mehrotra

had been on Board from 1991 to 2001 and then from 2007 to 2014. He was again appointed as Director w.e.f. 12/09/2015 and was appointed as Whole-time Director for the period from 01/08/2017 to 31/07/2020 designated as Executive Vice-Chairman. Shri Mahesh Prasad Mehrotra (DIN: 00016768) was re-appointed as Whole-time Director w.e.f. 01/08/2020 for 3 years i.e. upto 31/07/2023.

Further, on the recommendation of Nomination and Remuneration Committee, Shri Mahesh Prasad Mehrotra was re-appointed as Whole-time Director designated as Executive Vice- Chairman w.e.f. 1st August, 2023 for a period of 3 years, by the Board of Directors in its meeting held on 27th May, 2023 on the terms and conditions as contained in agreement entered into between the Company and Shri Mahesh Prasad Mehrotra for this purpose on that date, subject to such approvals as may be required.

Shri Mahesh Prasad Mehrotra's reappointment as Executive Vice-Chairman is being made in accordance with the conditions specified in Part 1 of Schedule V of the Companies Act, 2013 and the remuneration payable is within the ceiling laid down in Part II thereof and the requirements of Part III thereof are being complied alongwith Nomination and Remuneration Policy of the Company. The agreement entered into by the Company and Shri Mahesh Prasad Mehrotra inter-alia contains following terms and conditions:

a. Salary

Basic salary of Rs. 5,75,000 /- (Rupees Five Lac Seventy Five Thousand Only) per month.

b. Perquisites

In addition to the aforesaid salary, the Executive Vice-Chairman will be entitled to the following Perquisites:

- i. Rent free furnished Leased Accommodation for himself and his family, the company bearing the cost of society charges, repairs, maintenance and electricity for the said accommodation.
 - ii. Medical Reimbursement:
Expenses incurred for self on actual basis.
Provided that the total value of salary and perquisites herein above shall not exceed at any time, the ceiling of remuneration prescribed in relevant regulations in force, for the time being and the perquisites shall be valued at actual cost or as per income tax rules where the actual cost is not ascertainable.
 - iii. Facility of Chauffeur driven car for use on Company's business as per rules of the Company.
 - iv. Facility of Telephones or provision of similar equipment/facilities for official purpose will be free & not to be considered as perquisites except that the charges for personal long-distance calls will be billed by Company to Executive Vice-Chairman.
- c. **Sitting Fees:** The Executive Vice-Chairman shall not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof from the date of his reappointment.

Shri Mahesh Prasad Mehrotra as Executive Director will not be liable to retire by rotation during his tenure as per Article 109 of Articles of Association of the Company. However, in order to comply with requirement of section 152 (6) of the Companies Act, 2013, it is imperative to place him in category of Director liable to retire by rotation, notwithstanding clause to the contrary in Articles of Association of the Company.

The Board may also be authorised that it may from time to time, review and if deemed fit, revise the remuneration payable to the Executive Director within the limits permissible and in the manner permitted under the Companies Act, 2013 or any other applicable law, for the time being in force. The other terms and conditions of Shri Mahesh Prasad Mehrotra's appointment as Executive Director may be varied, altered or otherwise revised from time to time by the Board as it may in its discretion deem fit, subject to the provisions of the Companies Act, 2013 and other applicable laws, for the time being in force.

The appointment of Shri Mahesh Prasad Mehrotra as Executive Director on the terms and conditions as set out in the agreement entered into between Shri Mahesh Prasad Mehrotra and the Company is subject to the approval of the members. The Board recommends his appointment as set out in Item no. 6 of the accompanying Notice.

The re-appointment of Shri Mahesh Prasad Mehrotra as Executive Vice-Chairman on the terms and conditions as set out in the agreement entered into between Shri Mahesh Prasad Mehrotra and the Company is subject to the approval of the members by Special Resolution in terms of clause(c) of part I of schedule V of the Companies Act, 2013 because he is aged over 70 years. The Board recommends the appointment of Shri Mahesh Prasad Mehrotra as Executive Vice-Chairman of the Company as set out in item No.6 of the Notice.

A copy of agreement dated 27/05/2023 entered into between the Company and Shri Mahesh Prasad Mehrotra is available for inspection by the members of the Company both electronically and at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days till the date of the Annual General Meeting.

Shri Mahesh Prasad Mehrotra holds one Equity share in the Company and his brief profile is given below:

Other information as required under secretarial standard-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Director & DIN	Shri Mahesh Prasad Mehrotra (DIN: 00016768)	
Date of Birth/ Age	26/09/1940 / 83 years	
Date of first Appointment on the Board	11/02/1991	
Whether qualified u/s 164(2) of the Companies Act, 2013	Yes	
Qualifications and Expertise in specific functional areas	B.Com., FCA, LL. B. He is a Chartered Accountant by profession and a law graduate with over 60 years of rich experience in areas of taxation, administration and financial services besides being the promoter of the Company. Shri M. P. Mehrotra had been on Board earlier from 1991 to 2001 and then from 2007 to 2014. He was again appointed on the Board w.e.f. 12/09/2015. He was appointed as Whole-time Director w.e.f. 01/08/2017 designated as Executive Vice- chairman and his current term is upto 31/07/2026 subject to approval of members and other approvals if required.	
No. of Board meetings attended during the year	8/8	
Relationship between Directors inter-se	Shri M.P. Mehrotra is related to Ms. Divya Mehrotra Director of the Company.	
List of Companies in which Directorship held as on 31/03/2023.	a. Dhampur Sugar Mills Ltd. b. VLS Commodities Pvt. Ltd. c. VLS Capital Ltd. d. Maxim Infracon Private Ltd. e. Moonrock Hospitality (P) Ltd. f. Vinu Promoters (P) Ltd. g. South Asian Enterprises Ltd. h. Big Wong Hospitality (P) Ltd. i. VLS Real Estate Ltd. j. Mehrotra & Mehrotra, Chartered Accountants – (Sr. Partner)	
Chairman ('C') / Member ('M') of the Committees of other Companies as on 31/03/2023.	Audit	1.Dhampur Sugar Mills Ltd. (C) 2.VLS Capital Ltd. (M)
	Nomination and Remuneration	1.Dhampur Sugar Mills Ltd. (C) 2.VLS Capital Ltd. (M)
	CSR	1.Dhampur Sugar Mills Ltd. (M) 2.VLS Capital Ltd. (M)
Committee membership in VLS Finance Limited	1. Audit Committee – Member 2. CSR Committee - Member 3. Operations Management Committee - Member	
Listed entities from which director has resigned in past 3 years as on 31/03/2023.	Resigned w.e.f. 14/06/2022 from Delton Cables Ltd.	
Shareholding in the Company including shareholding as beneficial owner and percentage (Post Buyback closure on 29/05/2023)	1 (Negligible)	

Except Shri Mahesh Prasad Mehrotra and his relatives, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested directly or indirectly in the resolution.

ITEM NO. 7

To approve revision in remuneration of Shri Suresh Kumar Agarwal (DIN: 00106763) - Managing Director of the Company.

Shri Suresh Kumar Agarwal (DIN:00106763) was re-appointed as the Managing Director of the Company with effect from 21st August, 2022 for a period of 3 years and his terms of appointment were approved by the members of the Company at the Annual General Meeting held on 30/09/2022 with liberty to the Board to revise the remuneration upward as and when deemed fit. The Board in its meeting held on 04/02/2023, concurring to the recommendations made by Nomination and Remuneration Committee of the Board and subject to requisite approvals, had approved the revision in the remuneration payable to Managing Director effective from 1st January, 2023 as set out in the resolution sought to be approved in the accompanying notice. All other terms and conditions of service of Managing Director will remain unchanged. Prior to the revised remuneration under reference approved by the Board subject to requisite approvals, there had been no change in remuneration of Managing Director between 01/04/2020 till 31/12/2022.

The Revised remuneration package of Shri Suresh Kumar Agarwal as Managing Director approved by the Board w.e.f. 01/01/2023 subject to requisite approval is as under-

a. Salary

Basic salary of Rs. 3,25,000/- (Rupees Three Lacs Twenty Five Thousand Only) per Month.

b. Perquisites

In addition to the aforesaid salary, the Managing Director will be entitled to the following Perquisites:

- HRA/ Leased Accommodation: Rs.95,070/- (Rupees Ninety Five Thousand Seventy Only) per Month.

- Leave Travel Concession: For the Managing Director and his family incurred not exceeding Rs.24,000/- (Rupees Twenty Four Thousand only) per annum as per rules of the Company.
- Reimbursement of expenses for Books and Periodicals upto Rs. 6,570/- (Rupees Six Thousand Five Hundred Seventy only) per Month.
- Reimbursement of secretarial services upto Rs. 19,000/- (Rupees Nineteen Thousand only) per Month.
- Reimbursement of expenses for Business Promotion upto Rs. 8,500/- (Rupees Eight Thousand Five Hundred only) per Month.
- Provident Fund, Gratuity payable, entitlement & encashment of leave, bonus and other benefits as per rules of the Company.
- Facility of Chauffeur driven car for use on Company's business as per rules of the Company.
- Facility of Telephones or provision of similar equipment/facilities for official purpose will be free & not to be considered as perquisites except that the charges for personal long distance calls will be billed by Company to the Managing Director as per rules of the Company.

Explanation: 'Family' for the purpose of this clause means spouse & dependent children of the Managing Director subject to rules of the Company.

- Sitting Fees:-** The Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof from the date of his appointment.

A copy of the agreement entered into between the Company and Shri Suresh Kumar Agarwal on 28/05/2022 and resolution of Board of Directors on 04/02/2023 is available for inspection by the members of the Company both electronically and at the Registered office of the Company between 11:00 a.m. and 1:00 p.m. on all working days till the date of the Annual General Meeting except on Saturdays, Sundays and Holidays.

Other information as required under secretarial standard-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Director & DIN	Shri Suresh Kumar Agarwal (DIN:00106763)
Date of Birth/ Age	22/01/1951 / 72 years
Date of first Appointment on the Board	28/05/2003
Whether qualified u/s 164(2) of the Companies Act, 2013	Yes
Qualifications and Expertise in specific functional areas	B. Com (H), C.A.I.I.B. He is former banker having experience of over Four and half decades in the Banking, Financial Services, asset management, portfolio management and other related Capital Market activities. He is also former executive trustee of PNB Mutual Fund. He had been associated with VLS Group since 1995 and was positioned as Senior President in the Company w.e.f. 01/01/1998. He was appointed as Managing Director of the Company for the first tenure w.e.f. 21/08/2004 and had been reappointed for said position since then.
No. of Board meetings attended during the year	8/8
Relationship between Directors inter-se	None
List of Companies in which Directorship held as on 31/03/2023.	1. VLS Asset Management Ltd 2. VLS Real Estate Ltd. 3. Risk Software Solution (P) Ltd. 4. VLS Securities Ltd.
Chairman ('C') / Member ('M') of the Committees of other Companies as on 31/03/2023.	Nil
Committee membership in VLS Finance Limited	1. Stakeholder Relationship Committee – Member 2. CSR Committee – Member 3. Operations Management Committee – Member 4. Risk Management Committee - Member
Listed entities from which director has resigned in past 3 years as on 31/03/2023.	None
Shareholding in the Company including shareholding as beneficial owner and percentage (Post Buyback closure on 29/05/2023)	1 (Negligible)

The Board of Directors recommends the Special Resolution as set out in item no. 7 of the accompanying notice for your approval. None of the Directors or key managerial personnel or relatives thereof except Shri Suresh Kumar Agarwal and his relatives are concerned or interested in the resolution.

ITEM NO. 8
To approve revision in remuneration of Shri Kishan Kumar Soni (DIN: 00106037) – Director-Finance & CFO of the Company.

Shri Kishan Kumar Soni was re-appointed as Director Finance & CFO vide agreement dated 28/05/2022 for a period of 3 years w.e.f. 01/08/2022. The appointment as Director-Finance & CFO was approved by members in Annual General Meeting of the Company held on 30/09/2022 with liberty to Board to revise remuneration upward as and when deemed fit.

The Board in its meeting held on 04/02/2023, concurring to the recommendations made by Nomination and Remuneration Committee of the Board and subject to requisite approvals had approved the revision in the remuneration payable to Director-Finance & CFO effective from 1st January, 2023 as set out in the Special Resolution sought to be approved in the accompanying notice. All other terms and conditions of service of Director-Finance & CFO will remain unchanged. Prior to the revised remuneration under reference approved by the Board subject to requisite approvals, there had been no change in remuneration of Director-Finance & CFO between 1/04/2020 till 31/12/2022.

Revised remuneration package of Shri Kishan Kumar Soni as Director-Finance & CFO is as under:

a. Salary

Basic salary of Rs. 3,22,000/- (Rupees Three Lac Twenty Two Thousand Only) per Month.

b. Perquisites

In addition to the aforesaid salary, the Director-Finance & CFO will be entitled to the following Perquisites:

- i. HRA/ Leased Accommodation: Rs.80,300/- (Rupees Eighty Thousand Three Hundred only) per Month.
- ii. Leave Travel Concession: For the Director-Finance & CFO and his family incurred not exceeding Rs.24,000/- (Rupees Twenty Four Thousand only) per annum as per rules of the Company.
- iii. Reimbursement of expenses for Books and Periodicals upto Rs.5,660/- (Rupees Five Thousand Six Hundred Sixty only) per Month.
- iv. Reimbursement of secretarial services upto Rs.19,000/- (Rupees Nineteen Thousand only) per Month.
- v. Reimbursement of expenses for Business Promotion upto Rs. 8,500/- (Rupees Eight Thousand Five Hundred only) per Month.
- vi. Provident Fund, Gratuity payable, entitlement & encashment of leave, bonus and other benefits as per rules of the Company.
- vii. Facility of Chauffeur driven car for use on Company's business as per rules of the Company.
- viii. Facility of Telephones or provision of similar equipment/facilities for official purpose will be free & not to be considered as perquisites except that the charges for personal long distance calls will be billed by Company to the Director-Finance & CFO as per rules of the Company.

Explanation: 'Family' for the purpose of this clause means spouse & dependent children of the Director-Finance & CFO subject to rules of the Company.

- c. **Sitting Fees:-** The Director-Finance & CFO shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof from the date of his appointment.

Other information as required under secretarial standard-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Director & DIN	Shri Kishan Kumar Soni (DIN: 00106037)	
Date of Birth/ Age	14/09/1953 / 70 years	
Date of first Appointment on the Board	25/05/2005	
Whether qualified u/s 164(2) of the Companies Act, 2013	Yes	
Qualifications and Expertise in specific functional areas	B. Com, FCA, FCS He is a qualified Chartered Accountant and Company Secretary with around 45 years of experience in the field of Accounts, Finance, Taxation and other Corporate Affairs. In his first stint with the Company, He served as President (Corporate Affairs) from 1995 to 1998 before resigning. Subsequently, he was appointed as Non-Executive Director of the Company w.e.f. 25/05/2005 and on 28/07/2006 was designated as Director -Finance & CFO which position he held till 31/01/2007. He served as Executive Director & CFO from 01/02/2007 till 14/11/2013. Upon appointment as Director, w.e.f. 14/11/2013 he was re-designated as Director- Finance & CFO till 31/01/2016 and had been reappointed for said position since then.	
No. of Board meetings attended during the year	8/8	
Relationship between Directors inter-se	None	
List of Companies in which Directorship held as on 31/03/2023.	1. South Asian Enterprises Limited 2. VLS Securities Ltd. 3. VLS Asset Management Ltd. 4. VLS Real Estate Limited	
Chairman ('C') / Member ('M') of the Committees of other Companies as on 31/03/2023.	Audit	1.South Asian Enterprises Ltd. (M) 2.VLS Securities Ltd. (M)
	Nomination and Remuneration	1.VLS Securities Ltd. (C)
	Stakeholders Relationship	1.South Asian Enterprises Ltd. (C)
Committee membership in VLS Finance Limited	1. Stakeholder Relationship Committee – Member 2. Operations Management Committee – Member 3. Risk Management Committee - Member	
Listed entities from which director has resigned in past 3 years as on 31/03/2023.	None	
Shareholding in the Company including shareholding as beneficial owner and percentage (Post Buyback closure on 29/05/2023)	1 (Negligible)	

The copy of the resolution passed by the Board of Directors in its meeting held on 28/05/2022 and resolution of Board of Directors on 04/02/2023 raising the remuneration of Shri Kishan Kumar Soni as Director- Finance & CFO and the agreement dated 28/05/2022 entered into between the Company and Shri Kishan Kumar Soni are available for inspection by the members of the Company both electronically and at the Registered office of the Company between 11:00 a.m. and 1:00 p.m. on all working days till the date of the Annual General Meeting except on Saturdays, Sundays and Holidays.

The Board of Directors recommends the Special Resolution as set out in item no. 8 of the accompanying notice for your approval. None of the Directors or key managerial personnel or relatives thereof except Shri Kishan Kumar Soni and his relatives are concerned or interested in the resolution.

ITEM NO. 9

Modification in Remuneration of Shri Vikas Mehrotra (DIN: 06476150) as Managing Director- International Operations.

Shri Vikas Mehrotra passed away on 13/07/2023 and ceased to be Managing Director – International Operations of the Company besides vacating other positions held elsewhere from the same date. The information given hereinafter relating to the Directorships etc. are therefore for compliance purpose only. Since any change in terms of Executive Directors requires approval of Members, hence the proposal for revision in remuneration paid to Shri Vikas Mehrotra w.e.f. 01/01/2023 till his demise is sought to be approved by members.

The Board in its meeting held on 04/02/2023, concurring to the recommendation of the Nomination and Remuneration Committee, had approved enhancement of 20% in the remuneration payable to Shri Vikas Mehrotra (DIN:06476150), as Managing Director- International Operations of the Company w.e.f. from 01/01/2023.

Further, the Board in its meeting held on 23/02/2023, concurring to the recommendation of the Nomination and Remuneration Committee, had reconsidered the enhancement of remuneration payable to Shri Vikas Mehrotra (DIN:06476150), as Managing Director- International Operations. The Board in supersession of its decision dated 04/02/2023 in this regard, revised the remuneration payable to Shri Vikas Mehrotra (DIN:06476150), as Managing Director- International Operations of the Company from 01/01/2023 as follows:

a. Salary

Basic salary of Rs. 6,70,000/- (Rupees Six Lac Seventy Thousand Only) per month.

Other information as required under secretarial standard-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Director & DIN	Shri Vikas Mehrotra (DIN:06476150)	
Date of Birth/ Age	25/04/1968 /55 years	
Date of first Appointment on the Board	28/05/2016	
Whether qualified u/s 164(2) of the Companies Act, 2013	Yes	
Qualifications and Expertise in specific functional areas	<ul style="list-style-type: none"> Commerce Graduate from the University of Delhi with MBA from Rochester Institute of Technology (USA). Founder CEO of Venus Capital, actively investing in Asia since 1989. Regular speaker at various conferences on Emerging markets. Investment adviser and Consultant. 	
No. of Board meetings attended during the year	7/8	
Relationship between Directors inter-se	Related to Shri M. P. Mehrotra - Executive Vice-Chairman and Promoter and Ms. Divya Mehrotra - Directors of the Company.	
List of Companies in which Directorship held as on 31/03/2023.	1. VLS Securities Ltd. 2. VLS Capital Limited 3. Venus India Structured Finance Master Limited(BVI Fund/Company) 4. Venus India Structured Finance (Offshore) Fund Ltd. (BVI Fund/Company) 5. Venus Global Macro Fund Limited 6. Venus Capital Management Company (Mauritius Company) 7. Visff No.1 Limited (Mauritius Company) 8. Vacuf Limited (Mauritius Company) 9. Venus Capital Management Inc. (USA Company) 10. Venus India Asset-Finance Private Limited 11. VCM Portfolio Management Services Private Limited 12. Moonrock Hospitality Pvt. Ltd.	
Chairman ('C')/ Member ('M') of the Committees of other Companies as on 31/03/2023.	Nomination and Remuneration	VLS Securities Ltd.
	CSR	Venus India Asset Finance (P) Ltd. (M)
	Asset Liability & Risk Management	Venus India Asset Finance (P) Ltd. (M)
Committee membership in VLS Finance Limited	1. CSR Committee – Member 2. Risk Management Committee - Member	
Listed entities from which director has resigned in past 3 years as on 31/03/2023.	None	
Shareholding in the Company including shareholding as beneficial owner and percentage (Post Buyback closure on 29/05/2023)	485783 (1.38%)	

By order of the Board
for VLS Finance Limited

Place: New Delhi
Date: 10/08/2023

(H. Consul)
Company Secretary
M. No. A11183

This does not form part of Notice of 36th AGM.
REMINDER FOR THE MEMBERS HOLDING SHARES IN PHYSICAL FORM

Dear Shareholders,

Subject- Common and simplified norms for processing investor's service request by RTA and norms for furnishing PAN, KYC details and Nomination by holders of physical securities.

With reference to the circulars issued by the SEBI having reference no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated Nov 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 regarding simplified norms for processing investors service request by RTA and mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities.

All shareholders holding shares of the Company in physical form who have not furnished the documents/details viz., PAN, E-mail address, mobile number, bank account and nomination are requested to send the documents given below which can be downloaded from the website of the Company i.e. www.vlsfinance.com or website of the Registrar & Transfer Agent ('RTA') i.e. www.rcmc Delhi.com:-

1. Form ISR-1 (Request for registering Pan, KYC details or changes / up-dation thereof)
2. Form ISR- 2 (Confirmation of Signature of securities holder by the Banker)
3. Form- SH-13 (Nomination form)
4. Form ISR-3 (Declaration for not opting for nomination)
5. Form SH- 14 (Change in Nomination)
6. Form ISR-5 (Transmission of securities)

Further, please note that the Central Board of Direct Taxes (CBDT) vide its notification had allowed linking of PAN with Aadhaar number subject to condition prescribed. The Shareholders are requested to link their PAN with their Aadhaar number by September 30, 2023 and furnish/update valid PAN to the RTA.

As per SEBI directive no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16/03/2023, the folio and securities account (Demat A/c) of holders who have not updated the PAN or if updated, the PAN is not linked to Aadhar, though applicable shall be frozen by Company/ Depository w.e.f. 01/10/2023 and no service request including unpaid dividend or similar benefits will be entertained till PAN is correctly updated. The dividend or any other benefit falling due after the folio/ demat account has been frozen will be released in electronic mode only after the information aforesaid is updated. However, intimation by the Company to such shareholder will be made informing that the relevant benefit is due and can be claimed upon furnishing relevant details for reverting the status of folio /Demat account to normal. Further if the Folio/Demat A/c continue to remain frozen as on 31/12/2025, the frozen Folio(s)/Demat A/c may be referred by the Company to administering Authority under Benami Transactions (Prohibition) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

If you need any clarification/further information in the matter, you may please contact the Company or email at vls@vlsfinance.com. Alternatively, the Company's Registrar & Transfer Agent may be reached at investor.services@rcmc Delhi.com mentioning your Folio number and Company (unit) name.

Thanking you,

For VLS Finance Limited
(H. Consul)
Company Secretary
M. No. A11183

Notes



VLS FINANCE LTD.

Book Post



If not delivered, please return to :

VLS FINANCE LTD.

**Regd. Office : Ground Floor, 90, Okhla Industrial
Estate, Phase-III, New Delhi-110 020
Phone : 011-46656666 Fax : 011-46656699**