



VLS FINANCE LTD.

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CIN : L65910DL1986PLC023129

January 21, 2025

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

Scrip Code – 511333

Dear Sir/ Madam,

In terms of regulation 27(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, enclosed herewith is the Quarterly Compliance Report on Corporate Governance of the Company for the quarter ended 31st December, 2024.

Kindly acknowledge the receipt.

Thanking you,
for VLS Finance Ltd.



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

Encl.: as above

Copy to: 1) The National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai-400051 Scrip Code:
VLSFINANCE

2) The Calcutta Stock Exchange Association. Ltd., 7, Lyons Range, Kolkata- 700 001 *032019*

Quarterly Compliance Report

1. Name of the Listed Entity: VLS Finance Limited
2. Quarter ending: 31st December, 2024

I. Composition of Board of Directors															
S. No	Title (Mr. / Ms)	Name of the Director	PANS & DIN	Category (Chairperson /Executive/ Non- Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (Months) *	Date of Birth	Whether special resolution passed? (Refer Reg.17(LA) of listing regulations)	Date of passing special resolution	No. of directorship in listed entities including this listed entity [with reference to Regulation 17A]	No of Independent Directorship in listed entities including this listed entity [with reference to regulation 17A(1) & reg 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of LODR Regulations)
1	Mr.	Anoop Mishra**	AAIPM8028J & 02849054	Chairperson, Independent - Non-Executive	10-Aug-2023	10-Aug-2023	---	16.22	16-May-1955	NA		2	2	A-2/S-2	A-0/S-1
2	Mr.	Dinesh Kumar Mehrotra#	ADQPM6804K & 00142711	Independent - Non-Executive	28-May-2016	29-Jun-2021	---	102.02	5-May-1953	NA		4	3	A-3/S-0	A-0/S-0
3	Mr.	Adesh Kumar Jain	AAGPJ3834K & 00512969	Independent - Non-Executive	10-Aug-2023	10-Aug-2023	---	16.22	08-Aug-1953	YES	29-09-2023	2	2	A-2/S-0	A-1/S-0
4	Mr.	Najeeb Hamid Jung	ADJPI9015E & 02941412)	Independent - Non-Executive	13-Feb-2024	13-Feb-24	---	10.17	18-Jan-1951	YES	09-05-2024	1	1	A-1/S-0	A-0/S-0
5	Mrs.	Neeraj Vinay Bansal	ACBPP3371Q & 10499620	Independent - Non-Executive	29-Mar-2024	29-Mar-24	---	9.3	25-Mar-1953	YES	09-05-2024	1	1	A-1/S-0	A-0/S-0
6	Mr.	Suresh Kumar Agarwal	AAEPA3218N & 00106763	Executive-Non-Independent	26-Jul-2003	21-Aug-2022	---	---	22-Jan-1951	NA		1	0	A-1/S-1	A-0/S-0
7	Mr.	Kishan Kumar Soni	AIGPS4386P & 00106037	Executive-Non-Independent	14-Nov-2013	1-Aug-2022	---	---	14-Sep-1953	NA		1	0	A-0/S-1	A-0/S-0
8	Mr.	Keshav Tandan	ADPPT0342N & 10450801	Executive-Non-Independent	29-Mar-2024	29-Mar-24	---	---	27-Jun-1980	NA		1	0	A-0/S-0	A-0/S-0
9	Mr.	Gaurav Goel	ADYFG0561H & 00076111	Non-Executive - Non-Independent	13-Feb-2024	13-Feb-24	---	---	24-Sep-1973	NA		3	0	A-1/S-2	A-0/S-0
Whether listed entity has a Regular Chairperson Yes															
Whether Chairperson is related to Managing Director or CEO No															
§ PAN of any director would not be displayed on the website of Stock Exchange.															
& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.															
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period. Tenure of Independent Directors is modified in consonance with FAQ released by BSE and NSE on 10/04/2023.															
# Shri Dinesh Kumar Mehrotra was appointed as Independent Director for 2nd term through special resolution by members on 30/09/2021 in 34th Annual General Meeting of the Company w.e.f. 29/06/2021.															
** Shri Anoop Mishra was elected as Chairman by the Board in its meeting held on 25-09-2023.															



II. Composition of Committees						
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/Non-Executive/ independent/ Nominee) \$	Date of Appointment	Date of Cessation	
1. Audit Committee	Yes	1. Adesh Kumar Jain	Chairman- Independent-Non-Executive	10/08/2023		
		2. Dinesh Kumar Mehrotra	Independent-Non-Executive	29/06/2021		
		3. Anoop Mishra	Independent-Non-Executive	10/08/2023		
		4. Najeeb Hamid Jung	Independent-Non-Executive	29/03/2024		
		5. Neeraj Vinay Bansal	Independent-Non-Executive	29/03/2024		
		6. Suresh Kumar Agarwal*	Executive/Non-Independent	30/04/2024		
2. Nomination & Remuneration Committee	Yes	1. Dinesh Kumar Mehrotra	Chairman-Independent-Non-Executive	29/06/2021		
		2. Neeraj Vinay Bansal	Independent-Non-Executive	29/03/2024		
		3. Adesh Kumar Jain	Independent-Non-Executive	10/08/2023		
		4. Anoop Mishra	Independent-Non-Executive	10/08/2023		
		5. Gaurav Goel#	Non Executive- Non-Independent	30/04/2024		
3. Risk Management Committee (if applicable)	NA	Not applicable	Not applicable	---		
4. Stakeholders Relationship Committee	Yes	1. Anoop Mishra	Chairman-Independent-Non-Executive	10/08/2023		
		2. Suresh Kumar Agarwal	Executive/Non-Independent	28/05/2003		
		3. Kishan Kumar Soni	Executive/Non-Independent	13/02/2015		
5. Corporate Social Responsibility Committee	Yes	1. Najeeb Hamid Jung	Chairman-Independent-Non-Executive	13/11/2024		
		2. Anoop Mishra	Independent-Non-Executive	10/08/2023		
		3. Adesh Kumar Jain	Independent-Non-Executive	10/08/2023		
		4. Suresh Kumar Agarwal	Executive/Non-Independent	11/08/2014		
		5. Gaurav Goel#	Non Executive- Non-Independent	30/04/2024		

*Shri Suresh Kumar Agarwal was nominated to the Audit Committee by the Board in its meeting held on 30-04-2024.

#Shri Gaurav Goel was nominated to the Nomination and Remuneration Committee and Corporate Social Responsibility Committee by the Board in its meeting held on 30-04-2024.

\$ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

Shri Najeeb Hamid Jung was nominated to the Audit Committee and the Corporate Social Responsibility (CSR) Committee by the Board in its meeting held on 29/03/2024. Shri Najeeb Hamid Jung was appointed the chairman of the CSR Committee w.e.f. 13-11-2024.

Mrs. Neeraj Vinay Bansal was nominated to the Audit Committee and the Nomination and Remuneration Committee by the Board in its meeting held on 29/03/2024.

III. Meeting of Board of Directors						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Total no. of Directors as on the date of the meeting	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
July-September	09-08-2024	13-11-2024	9	9	5	95 days

* to be filled in only for the current quarter meetings

IV. Meetings of Committees						
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Total no. of Directors in the committee as on the date of the meeting	Number of Directors present	Number of Independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit						
13-11-2024	Yes	6	6	5	09-08-2024	95 days
Nomination and Remuneration						
---	---	---	---	---	09-08-2024	---
Stakeholders Relationship						
17-10-2024	Yes	3	3	1	30-07-2024	---
30-10-2024	Yes	3	3	1	22-08-2024	---
26-11-2024	Yes	3	2	1	20-09-2024	---
30-12-2024	Yes	3	3	1	---	---

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

**to be filled in only for the current quarter meetings.

V. Related Party Transactions		
Subject	Compliance status (Yes/No/NA)	[refer note below]
Whether prior approval of audit committee obtained		N.A.
Whether shareholder approval obtained for material RPT		N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee		N.A.
Note		
1	In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2	If status is "No" details of non-compliance may be given here.	

VI. Affirmations		
1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
	a. Audit Committee	Yes
	b. Nomination & Remuneration Committee	Yes
	c. Stakeholders Relationship Committee	Yes
	d. Risk management committee (applicable to the top 500 listed entities)	N.A.
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	
5	The report submitted in the previous quarter was placed before Board of Directors in its next meeting after submission and there was no observation from the Board.	

Special Resolution		
1	Whether special resolution is passed? (non- executive director who has attained the age of seventy five years)	N. A.
2	Date of passing special resolution. (If yes, then the date of passing resolution)	N. A.

for VLS Finance Limited

(H. Consul)
Company Secretary & Compliance Officer
M. No. A11183



Note:
Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Details of Cyber Security Incident

(Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2023/131 dated June 14, 2023 read with BSE Notice No. 20230929-26 dated September 29, 2023)

Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
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Date of the event	Brief details of the event
Not applicable	Not applicable

for VLS Finance Limited


21/11/2025

(H. Consul)

Company Secretary & Compliance Officer

M. No. A11183

