



VLS FINANCE LTD.

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Web : www.vlsfinance.com

CIN : L65910DL1986PLC023129

April 30, 2025

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

Scrip Code: 511333

Sub: Integrated Filing (Governance) for the quarter ended 31st March, 2025

Dear Sir/Madam,

Pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024, please find enclosed the Integrated Filing (Governance) for the quarter ended 31st March, 2025.

Kindly acknowledge the receipt.

Thanking you,
for VLS Finance Ltd.

(H. Consul) ✓
Company Secretary
M. no. A11183



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

Scrip Code:
VLSFINANCE

032019

A. Compliance Report on Corporate Governance to be submitted by a listed entity on a quarterly basis

1. Name of the Listed Entity: VLS Finance Limited
2. Quarter ending: 31st March, 2025

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(1A) 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 proviso 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**	AAI*****8J & 02849054	Chairperson, Independent - Non-Executive	10-Aug-2023	10-Aug-2023	---	19.22	16-May-1955	NA		2	2	A-2/S-2	A-0/S-1
2	Mr.	Dinesh Kumar Mehrotra#	ADQ*****4K & 00142711	Independent - Non-Executive	28-May-2016	29-Jun-2021	---	105.02	5-May-1953	NA		4	3	A-3/S-0	A-0/S-0
3	Mr.	Adesh Kumar Jain	AAG*****4K & 00512969	Independent - Non-Executive	10-Aug-2023	10-Aug-2023	---	19.22	08-Aug-1953	YES	29-09-2023	2	2	A-2/S-0	A-1/S-0
4	Mr.	Najeeb Hamid Jung	ADJ*****5E & 02941412	Independent - Non-Executive	13-Feb-2024	13-Feb-24	---	13.17	18-Jan-1951	YES	09-05-2024	1	1	A-1/S-0	A-0/S-0
5	Mrs.	Neeraj Vinay Bansal	ACB*****1Q & 10499620	Independent - Non-Executive	29-Mar-2024	29-Mar-24	---	12.3	25-Mar-1953	YES	09-05-2024	1	1	A-1/S-0	A-0/S-0
6	Mr.	Suresh Kumar Agarwal	AAE*****8N & 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	ALG*****6P & 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 Tandon	ADP*****2N & 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	ADY*****1H & 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	of
1. Audit Committee	Yes	1. Adesh Kumar Jain 2. Dinesh Kumar Mehrotra 3. Anoop Mishra 4. Najeeb Hamid Jung 5. Neeraj Vinay Bansal 6. Suresh Kumar Agarwal*	Chairman- Independent-Non-Executive Independent-Non-Executive Independent-Non-Executive Independent-Non-Executive Independent-Non-Executive Executive/Non-Independent	10/08/2023 29/06/2021 10/08/2023 29/03/2024 29/03/2024 30/04/2024		
2. Nomination & Remuneration Committee	Yes	1. Dinesh Kumar Mehrotra 2. Neeraj Vinay Bansal 3. Adesh Kumar Jain 4. Anoop Mishra 5. Gaurav Goel#	Chairman -Independent-Non-Executive Independent-Non-Executive Independent-Non-Executive Independent-Non-Executive Non Executive- Non- Independent	29/06/2021 29/03/2024 10/08/2023 10/08/2023 30/04/2024		
3. Risk Management Committee (if applicable)	NA	Not applicable	Not applicable	---		
4. Stakeholders Relationship Committee	Yes	1. Anoop Mishra 2. Suresh Kumar Agarwal 3. Kishan Kumar Soni	Chairman-Independent-Non-Executive Executive/Non-Independent Executive/Non-Independent	10/08/2023 28/05/2003 13/02/2015		
5. Corporate Social Responsibility Committee	Yes	1. Najeeb Hamid Jung 2. Anoop Mishra 3. Adesh Kumar Jain 4. Suresh Kumar Agarwal 5. Gaurav Goel#	Chairman-Independent-Non-Executive Independent-Non-Executive Independent-Non-Executive Executive/Non-Independent Non Executive- Non- Independent	13/11/2024 10/08/2023 10/08/2023 11/08/2014 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)	
'September-December	13-11-2024	Yes	9	9	5	83 days	
	'January- March	Yes	9	8	4	48 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							
05-02-2025	Yes	6	6	5	13-11-2024	95 days	
26-03-2025	Yes	6	5	4			
Nomination and Remuneration							
---	---	---	---	---	---	---	
Stakeholders Relationship							
30-01-2025	Yes	3	3	1	17-10-2024	---	
01-03-2025	Yes	3	3	1	30-10-2024	---	
31-03-2025	Yes	3	3	1	26-11-2024	---	
					30-12-2024	---	

* 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. 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.	

for VLS Finance Limited


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

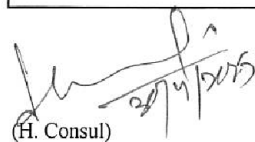


Note:

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.

B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	Nil
No. of investor complaints received during the Quarter	Nil
No. of investor complaints disposed off during the Quarter	Nil
No. of investor complaints those remaining unresolved at the end of the Quarter	Nil


(H. Consul)
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C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	EQARO SURETY PRIVATE LIMITED (Preference shares and Equity shares)	24/01/2025	3.88%	3.49%	7.37%

D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-Interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
-	-	-	-	-	-

E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Assistant Commissioner of Income Tax, Central Circle-17, Delhi	20/04/2024	Subsequent to our intimation dated 01-04-2024, an Appeal was filed before the Commissioner of Income Tax (Appeals) against the said order.	Appeal is pending before the Commissioner of Income Tax (Appeals).

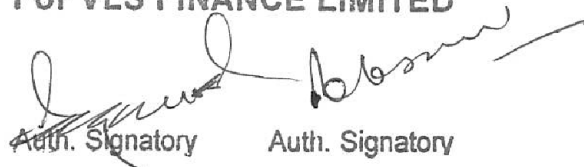


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F. Disclosure of Loans / Guarantees / Comfort Letters / Securities etc.

ANNEX IV

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year				
Half year ending - 31/03/2025				
I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below:				
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:				
	Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
	Promoter or any other entity controlled by them	NIL	NIL	
	Promoter Group or any other entity controlled by them	NIL	NIL	
	Directors (including relatives) or any other entity controlled by them	NIL	NIL	
	KMPs or any other entity controlled by them	NIL	NIL	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:				
	Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
	Promoter or any other entity controlled by them	NIL	NIL	NIL
	Promoter Group or any other entity controlled by them	NIL	NIL	NIL
	Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
	KMPs or any other entity controlled by them	NIL	NIL	NIL
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:				
	Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
	Promoter or any other entity controlled by them	NIL	NIL	NIL
	Promoter Group or any other entity controlled by them	NIL	NIL	NIL
	Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
	KMPs or any other entity controlled by them	NIL	NIL	NIL
II. Affirmations: All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.				
For VLS FINANCE LIMITED  Auth. Signatory Auth. Signatory				
Note 1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt; a) by a government company to/ for the Government or government company b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity. c) by a banking company or an insurance company ; and d) by the listed entity to its employees or directors as a part of the service conditions 2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.				

H. WEBSITE AFFIRMATIONS (applicable only for Annual Filing i.e., 4th quarter)		
I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.vlsfinance.com/about-us/
aa) Memorandum of Association and Articles of Association	Yes	https://www.vlsfinance.com/investor-relation/
ab) Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	https://www.vlsfinance.com/top-management/
b) Terms and conditions of appointment of independent directors	Yes	https://www.vlsfinance.com/policy/
c) Composition of various committees of board of directors	Yes	https://www.vlsfinance.com/top-management/#1658909197876-e6964bdd-a014
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.vlsfinance.com/investor-relation/code-of-conduct/
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.vlsfinance.com/policy/
f) Criteria of making payments to non-executive directors	Yes	Disclosed in the Annual Report.
g) Policy on dealing with related party transactions	Yes	https://www.vlsfinance.com/policy/
h) Policy for determining 'material' subsidiaries	Yes	https://www.vlsfinance.com/policy/
i) Details of familiarization programmes imparted to independent directors	Yes	https://www.vlsfinance.com/stock-exchange-compliance/
j) Email address for grievance redressal and other relevant details	Yes	https://www.vlsfinance.com/contact-us/
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.vlsfinance.com/investor-relation/grievance-redressal-mechanism/
l) Financial results	Yes	https://www.vlsfinance.com/financial-results/
m) Shareholding pattern	Yes	https://www.vlsfinance.com/shareholding-pattern/
n) Details of agreements entered into with the media companies and/or their associates	NA	No such agreement was entered.
o) (i) Schedule of analyst or institutional investor meet (ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	NA	No analysts or institutional investors meet was held.
oa) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	NA	No analysts or institutional investors meet was held.
p) New name and the old name of the listed entity	NA	The company has not changed its name during the last one year.
q) Advertisements as per regulation 47 (1)	Yes	https://www.vlsfinance.com/announcements/
r) Credit rating or revision in credit rating obtained	NA	The Company has not obtained any credit rating.
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.vlsfinance.com/annual-reports/
t) Secretarial Compliance Report	Yes	https://www.vlsfinance.com/investor-relation/secretarial-compliance-report/
u) Materiality Policy as per Regulation 30(4)	Yes	https://www.vlsfinance.com/policy/
v) Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.vlsfinance.com/policy/
w) Disclosure under Regulation 30(8)	Yes	https://www.vlsfinance.com/announcements/
x) Statement of deviation(s) or variation(s) as specified in regulation 32	NA	The Company has not made any public issue, rights issue, preferential issue etc.
y) Dividend Distribution policy as per Regulation 43A(1)	NA	Applicable on top 1000 listed entities
z) Annual return as provided under Section 92 of the Companies Act, 2013	Yes	https://www.vlsfinance.com/categories/annual-return/
za) Employee Benefit scheme documents framed in terms of SEBI (SBE) Regulations, 2021		
Confirmation that the above disclosures are in a separate section as specified in Regulation 46(2)	Yes	https://www.vlsfinance.com/investor-relation/
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	Yes	https://www.vlsfinance.com/policy/

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



I. AFFIRMATIONS W.R.T. COMPLIANCE WITH CORPORATE GOVERNANCE PROVISIONS (applicable only for Annual Filing i.e., 4th quarter)

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b)	Yes
Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the Audit Committee	18(3)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Role of Nomination & Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Role of Stakeholder Relationship Committee	20(4)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A.
Meeting of Risk Management Committee	21(3A)	N.A.
Quorum of Risk Management Committee	21(3B)	N.A.
Gap between the meetings of the Risk Management Committee	21(3C)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through Special Resolution or the alternate mechanism	25(2A)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers Insurance	25(10)	N.A.
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	N.A.
Vacancies in respect of key managerial personnel	26A(1) & 26A(2)	Yes

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 LODR 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.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

(H: Consul)

Company Secretary & Compliance Officer
M. No. A11183



Details of Cyber Security Incidence

(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



(H. Consul)

Company Secretary & Compliance Officer

M. No. A11183

