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: 30th June, 2025**

I. Composition of Board of Directors

S. No	Title (Mr. / Ms)	Name of the Director	PAN$ & DIN	Category (Chairperson/Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (Months) *	Whether special resolution passed? (Refer Reg.17(1A) of listing regulations)	Date of passing special resolution	Date of Birth	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)	Number of **memberships** in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the	No of post of **Chairperson** in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of LODR
1	Mr.	Anoop Mishra**	AAI*****8J & 02849054	Chairperson, Independent - Non-Executive	10-Aug-2023	10-Aug-2023	---	22.23	NA		16-May-1955	2	2	A-3/S-2	A-1/S-1
2	Mr.	Dinesh Kumar Mehrotra#	ADQ*****4K & 00142711	Independent - Non-Executive	28-May-2016	29-Jun-2021	---	108.03	NA		5-May-1953	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	---	22.23	YES	29-09-2023	08-Aug-1953	2	2	A-2/S-1	A-1/S-1
4	Mr.	Najeeb Hamid Jung	ADJ*****5E & 02941412	Independent - Non-Executive	13-Feb-2024	13-Feb-24	---	16.18	YES	09-05-2024	18-Jan-1951	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	---	15.03	YES	09-05-2024	25-Mar-1953	1	1	A-1/S-0	A-0/S-0
6	Mr.	Suresh Kumar Agarwal	AAE*****8N & 00106763	Executive-Non-Independent	26-Jul-2003	27-May-2025	---	---	NA		22-Jan-1951	1	0	A-1/S-1	A-0/S-0
7	Mr.	Kishan Kumar Soni	AIG*****6P & 00106037	Executive-Non-Independent	14-Nov-2013	27-May-2025	---	---	NA		14-Sep-1953	1	0	A-0/S-1	A-0/S-0
8	Mr.	Keshav Tandan	ADP*****2N & 10450801	Executive-Non-Independent	29-Mar-2024	29-Mar-24	---	---	NA		27-Jun-1980	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	---	---	NA		24-Sep-1973	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.

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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. Mrs. 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. Mrs. 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	

$ 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 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.

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 in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Total no. of Directors as on the date of the meeting	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive (in number of days)**
27-05-2025	Yes	9	5	9	05-02-2025 26-03-2025	

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Name of the Committee	Date(s) of Meeting of the Committee in the relevent quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	No. 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 Committee	27-05-2025	Yes	6	5	05-02-2025 26-03-2025	-

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Stakeholders Relationship	30-04-2025	Yes	3	1	30-01-2025	
Stakeholders Relationship	04-06-2025	Yes	3	1	01-03-2025	
Stakeholders Relationship	30-06-2025	Yes	3	1	31-03-2025	
Nomination and Remuneration	27-05-2025	Yes	4	3	-	

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

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

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 1000 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.	Yes
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.	Yes
5	The report submitted in the previous quarter has been placed before Board of Directors	Yes

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

for VLS Finance Limited

30/7/2025

VLS FINANCE LTD. NEW DELHI

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

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	FAIRVALUE INSURETECH PRIVATE LIMITED	06-05-2025	10.87%	0%*	10.87%
2	EROUTE TECHNOLOGIES PRIVATE LIMITED	04-06-2025	5.03%	0%**	5.03%

*117 Compulsorily Convertible Preference Shares were subscribed pursuant to preferential allotment to maintain the stake at 10.87% which has been calculated on non-dilutive basis i.e., before taking into consideration the voting rights assigned to the ESOP Pool created by the said entity.

** 730 Compulsorily Convertible Preference Shares were subscribed pursuant to preferential allotment to maintain the stake at 5.03% which has been calculated on non-dilutive basis i.e., before taking into consideration the voting rights assigned to the ESOP Pool created by the said entity.

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.	The Company has received the order from the Commissioner of Income-tax (Appeals) for the appeal filed against the order issued by Assistant Commissioner of Income Tax ('ACIT'). The said order inter alia allowed the appeal, resulting in cancellation of entire demand of Rs. 25.97 Crores. The same has been intimated to the Concerned Exchanges vide letter dated 25-06-2025.
2	Assistant Commissioner of Income Tax, Central Circle-17, Delhi	31-03-2025	Vide assessment order dated 31-03-2025 the Assessing Officer- Income Tax had added under reported income of Rs. 67,40,097/- for the A.Y. 2023-24 and initiated penalty proceedings in respect thereof. An appeal was filed before the Commissioner of Income Tax (Appeals) on 31-03-2025	The appeal is pending with the Commissioner of Income Tax (Appeals)

for VLS Finance Limited

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

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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
Date of event	Brief Details of event
NA	NA

for VLS Finance Limited

30/7/2025

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