

General information about company	
Scrip code	511333
NSE Symbol	VLSFINANCE
MSEI Symbol	NOTLISTED
ISIN	INE709A01018
Name of the entity	VLS FINANCE LIMITED
Date of start of financial year	01-04-2025
Date of end of financial year	31-03-2026
Reporting Quarter Type	Half Yearly
Date of Quarter Ending	30-09-2025
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No Not Applicable since the Company has not acquired any 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.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	No Not applicable since no fine or penalty were imposed during the quarter in terms of sub-para 20 of para A of Part A of Schedule III.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	Yes
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	Yes
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities
Is SCORE ID Available ?	Yes
SCORE Registration ID	v00154
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	
Remarks for Exchange (not for Website Dissemination)	

Annexure I								
Annexure I to be submitted by listed entity on quarterly basis								
I. Composition of Board of Directors								
Disclosure of notes on composition of board of directors explanatory								
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Anoop Mishra	AAIPM8028J	02849054	Non-Executive - Independent Director	Chairperson		16-05-1955
2	Mr	Dinesh Kumar Mehrotra	ADQPM6804K	00142711	Non-Executive - Independent Director	Not Applicable		05-05-1953
3	Mr	Adesh Kumar Jain	AAGPJ3834K	00512969	Non-Executive - Independent Director	Not Applicable		08-08-1953
4	Mr	Najeeb Hamid Jung	ADJPJ9015E	02941412	Non-Executive - Independent Director	Not Applicable		18-01-1951
5	Mrs	Neeraj Vinay Bansal	ACBPB3371Q	10499620	Non-Executive - Independent Director	Not Applicable		25-03-1953
6	Mr	Gaurav Goel	ADYPG0561H	00076111	Non-Executive - Non Independent Director	Not Applicable		24-09-1973
7	Mr	Suresh Kumar Agarwal	AAEPA3218N	00106763	Executive Director	Not Applicable		22-01-1951
8	Mr	Kishan Kumar Soni	AIGPS4386P	00106037	Executive Director	Not Applicable		14-09-1953
9	Mr	Keshav Tandan	ADPPT0342N	10450801	Executive Director	Not Applicable		27-06-1980

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	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 Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		10-08-2023	10-08-2023		25.23	2	2	5	2			
2	NA		28-05-2016	29-06-2021		111.03	4	3	4	1			
3	Yes	29-09-2023	10-08-2023	10-08-2023		25.23	2	2	3	3			
4	Yes	09-05-2024	13-02-2024	13-02-2024		19.18	1	1	1	0			
5	Yes	09-05-2024	29-03-2024	29-03-2024		18.03	1	1	1	0			
6	NA		13-02-2024	13-02-2024			3	0	3	0			
7	NA		26-07-2003	27-05-2025			1	0	2	0			
8	NA		14-11-2013	27-05-2025			1	0	0	0			
9	NA		29-03-2024	29-03-2024			1	0	0	0			

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00512969	Adesh Kumar Jain	Non-Executive - Independent Director	Chairperson	10-08-2023		
2	00142711	Dinesh Kumar Mehrotra	Non-Executive - Independent Director	Member	29-06-2021		
3	02849054	Anoop Mishra	Non-Executive - Independent Director	Member	10-08-2023		
4	02941412	Najeeb Hamid Jung	Non-Executive - Independent Director	Member	29-03-2024		
5	10499620	Neeraj Vinay Bansal	Non-Executive - Independent Director	Member	29-03-2024		
6	00106763	Suresh Kumar Agarwal	Executive Director	Member	30-04-2024		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00142711	Dinesh Kumar Mehrotra	Non-Executive - Independent Director	Chairperson	29-06-2021		
2	10499620	Neeraj Vinay Bansal	Non-Executive - Independent Director	Member	29-03-2024		
3	00512969	Adesh Kumar Jain	Non-Executive - Independent Director	Member	10-08-2023		
4	02849054	Anoop Mishra	Non-Executive - Independent Director	Member	10-08-2023		
5	00076111	Gaurav Goel	Non-Executive - Non Independent Director	Member	30-04-2024		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02849054	Anoop Mishra	Non-Executive - Independent Director	Chairperson	10-08-2023		
2	00106763	Suresh Kumar Agarwal	Executive Director	Member	28-05-2003		
3	00106037	Kishan Kumar Soni	Executive Director	Member	13-02-2015		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02941412	Najceb Hamid Jung	Non-Executive - Independent Director	Chairperson	13-11-2024		
2	02849054	Anoop Mishra	Non-Executive - Independent Director	Member	10-08-2023		
3	00512969	Adesh Kumar Jain	Non-Executive - Independent Director	Member	10-08-2023		
4	00106763	Suresh Kumar Agarwal	Executive Director	Member	11-08-2014		
5	00076111	Gaurav Goel	Non-Executive - Non Independent Director	Member	30-04-2024		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory								
Sr. No.	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	27-05-2025				Yes	9	9	5
2		07-08-2025	71		Yes	9	9	5

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	27-05-2025				Yes	6	6	5	0
2	Audit Committee	07-08-2025	71			Yes	6	6	5	0
3	Stakeholders Relationship Committee	30-04-2025				Yes	3	3	1	0
4	Stakeholders Relationship Committee	04-06-2025	34			Yes	3	3	1	0
5	Stakeholders Relationship Committee	30-06-2025	25			Yes	3	3	1	0
6	Stakeholders Relationship Committee	25-07-2025	24			Yes	3	3	1	0

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Stakeholders Relationship Committee	12-09-2025	48			Yes	3	3	1	0
8	Corporate Social Responsibility Committee	07-08-2025				Yes	5	5	3	0
9	Nomination and remuneration committee	27-05-2025				Yes	5	4	3	0

Annexure 1**V. Affirmations**

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Harsh Consul
2	Designation	Company Secretary and Compliance Officer

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)				
I. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, BRSR & BRSR core, if applicable, displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	No	The Chairman of Stakeholder Relationship Committee was not able to attend the AGM due to his preoccupation and had authorized Shri Suresh Kumar Agarwal, Managing Director and Member of the said Committee to address the queries of shareholders, if any.
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

1	Name of signatory	Harsh Consul
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC. (applicable only for half-yearly filings)			
Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.			Textual Information(1)
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	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(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	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(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	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
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,	Yes	Textual Information(3)	

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.			
Name	Kishan Kumar Soni		
Designation	CFO		
Place	New Delhi		
Date	27-10-2025		

Text Block

Textual Information(3)

There are no loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities given by the Company to specified Parties hereinabove, as on date.

Details of Cyber security incidence		
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
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Harsh Consul
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	27-10-2025

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	2
No. of investor complaints disposed off during the Quarter	2
No. of investor complaints those remaining unresolved at the end of the Quarter	0

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:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr. 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	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).

