



VLS FINANCE LTD.

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CIN : L65910DL1986PLC023129

January 23, 2026

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

Scrip Code: 511333


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

Kindly acknowledge the receipt.

Thanking you,
for VLS Finance Limited

(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 December, 2025

1. 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 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 Regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the LODR	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	---	---	28.23	NA	---	16-May-1955	2	2	A-3-S-2	A-0-S-1
2	Mr.	Dinesh Kumar Mehrotra#	ADQ*****4K & 00142711	Independent - Non-Executive	28-May-2016	29-Jun-2021	---	---	114.03	NA	---	5-May-1953	2	2	A-3-S-0	A-1-S-0
3	Mr.	Adesh Kumar Jain	AAG*****4K & 00512969	Independent - Non-Executive	10-Aug-2023	10-Aug-2023	---	---	28.23	YES	29-09-2023	08-Aug-1953	2	2	A-3-S-1	A-3-S-1
4	Mr.	Najeeb Hamid Jung	ADJ*****5E & 02941412	Independent - Non-Executive	13-Feb-2024	13-Feb-24	---	---	19.18	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	---	---	21.03	YES	09-05-2024	25-Mar-1953	1	1	A-1-S-0	A-0-S-0
6	Mr.	Gaurav Goel ##	ADY*****1H & 00076111	Independent - Non-Executive	22-Nov-2025	22-Nov-2025	---	---	1.09	NA	---	24-Sep-1973	3	1	A-1-S-2	A-0-S-0
7	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
8	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
9	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
10	Mr.	Gaurav Goel ##	ADY*****1H & 00076111	Non-Executive - Non Independent	13-Feb-2024	13-Feb-24	21-Nov-25	---	---	NA	---	24-Sep-1973	3	1	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																
S 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.																
## Shri Gaurav Goel resigned as Non-Executive, Non-Independent Director from the Board of the Company w.e.f 21/11/2025 and was appointed in the category of Independent, Non-Executive Director w.e.f 22/11/2025.																



II. Composition of Committees						
Name of Committee	Whether chairperson appointed	Regular	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	Independent-Non-Executive	22/11/2025	
			6. Gaurav Goel	Non-Executive- Non-Independent	30/04/2024	21/11/2025
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	Independent-Non-Executive	22/11/2025	
			6. Gaurav Goel	Non-Executive- Non-Independent	30/04/2024	21/11/2025

§ 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 22-11-2025, post cessation from the said committees on 21-11-2025.
 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) ^{**}
09/11/2025	Yes	9	5	9	07/08/2025	
22/11/2025	Yes	9	6	9		

* 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 relevant 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	09/11/2025	Yes	6	5	07/08/2025	94
Stakeholders Relationship	25/10/2025	Yes	2	1	25/07/2025	
Stakeholders Relationship	02/12/2025	Yes	3	1	12/09/2025	
Nomination and Remuneration	09/11/2025	Yes	4	4	-	
Nomination and Remuneration	22/11/2025	Yes	5	5	-	
Corporate Social Responsibility	22/11/2025	Yes	5	4	07/08/2025	

* 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	3
No. of investor complaints disposed off during the Quarter	3
No. of investor complaints those remaining unresolved at the end of the Quarter	Nil

for VLS Finance Limited


24/11/2026

(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
-	-	-	-	-	-

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, Dethi	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)
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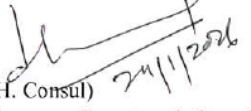


Details of Cyber Security Incidence

(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


(H. Consul) 24/11/2026

Company Secretary & Compliance Officer
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