May 6, 2020

LISTING DEPARTMENT BSE LIMITED PHIROZE JEEJEEBHOY TOWERS DALAL STREET MUMBAI - 400 001

Scrip Code – 511333

Dear Sir,

Please find enclosed herewith a certificate by Practicing Company Secretary in terms of regulation 40(9) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for the half year ended on 31/03/2020.

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

<u>Scrip Code:</u> VLSFINANCE

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

032019

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35, Tyagi Vihar – B, Dharam Colony, Nangloi Delhi 110041 Mobile: 9818307204

Mail ID: aaggarwal_cs@yahoo.com

Compliance Certificate in terms of Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

On examination of the books, records, registers, documents and computer data furnished by RCMC Share Registry Private Limited, the Registrar and Share Transfer Agent of **VLS Finance Limited** and as per the information and explanations furnished by the Company, it is certified for the period from 1st October, 2019 to 31st March, 2020, that: -

"All the Certificates of shares have been issued and dispatched within 30 (thirty) days of the date of lodgment for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls / allotment monies".

And that

"All valid dematerialization / rematerialization requests have been processed and disposed of within the stipulated time."

Thanking you, Yours sincerely,

Ashutosh Adgarwa/ A Aggarwal/and Associates Company Secretaries ACS 9972 CP No. 7467

UDIN A009972B000206322

Place: New Delhi Date: May 06, 2020