

VLS**VLS FINANCE LTD.**Corp. Office : 90, Okhla Industrial Estate
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CIN : L65910DL1986PLC023129

May 27, 2022

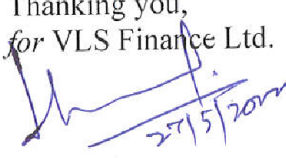
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Scrip Code: 511333

Dear Sir,

In terms of Regulation 24A the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the Secretarial Compliance Report dated 3rd May, 2022 issued by a Practicing Company Secretary for the year ended 31st March, 2022. You are requested to take it on record.

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 *Scrip Code: VLSFINANCE*
- 2) The Calcutta Stock Exchange Association: Ltd., 7, Lyons Range, Kolkata- 700 001 *032019*

POOJA NICHANI

Practicing Company Secretary

Cp. No. 11351

Secretarial compliance report of VLS Finance Limited for the year ended 31st March, 2022.

I, Pooja Nichani have examined:

- (a) all the documents and records made available to us and explanation provided by **VLS Finance Limited** ("the listed entity"),
- (b) the filings / submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2022 in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) SEBI (Stock Brokers) Regulations, 1992,
- (e) SEBI (Depository and Participant) Regulations, 2018,



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(f) SEBI (Delisting of Equity Shares) Regulations, 2009,

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	*	*	*

- Detailed in Clause © herein.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Ltd.	Membership Compliances under SEBI (Stock Brokers) Regulations 1992. 1. Internal Audit Report April 2020 to Sep. 2020 and Oct. 2020 to March 2021 for non compliance stated therein.	Fine of Rs.11,800/- Paid	The penalties levied for Internal Audit Reports aggregating to Rs.11,800/- has been contested by the Company and is under consideration by Exchange for reversal. No further comments are offered.



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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31/03/2022	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The National Stock Exchange Ltd. (NSE) - for alleged violation of Clause -31 of erstwhile Listing Agreement (late submission of Annual Report 2014) levying fine of Rs. 2000/- .	Nil	Submission made by the Company denying alleged non-compliance to the Exchange. The matter is pending at Exchange's end.	The remedial measures taken by the Company are adequate and no further comments are offered.

Note: Due to Covid-19 outbreak and resultant lockdown/restriction on movement intermittently, the physical verification of documents could not be carried out and reliance has been placed on information/documents provided through electronic form by the Company's officials and Registrar and Transfer agent which I have found adequate to enable me to issue this report.

Place: New Delhi
Date: 03/05/2022
UDIN: A020092D000263841



Pooja Nichani
(Pooja Nichani)

Practicing Company Secretary
ACS No.: A20092 – C. P. No.:11351