



REPORT OF SCRUTINIZER
[Combined Report of E-voting, voting by Post & Poll]

December 21, 2015

To,

The Chairman of the First Extraordinary General Meeting of the financial year 2015-16

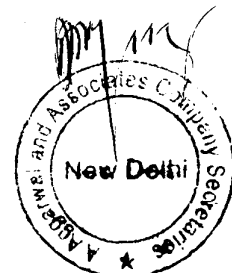
VLS FINANCE LIMITED
2nd Floor, 13, Sant Nagar
East of Kailash
New Delhi-110065

Dear Sir,

Scrutinizer's Report for combined result of Poll Conducted at the First Extraordinary General Meeting of the financial year 2015-16 of the Members of **VLS FINANCE LIMITED** held on Saturday, the 19th day of December, 2015 at 1:00 p.m. at "Mikky House", K-Block, Kidwai Nagar, Kanpur, U.P.-208011, electronic voting and voting by post on agenda items of said Extraordinary General Meeting.

1. We, A Aggarwal and Associates, Company Secretaries, have been appointed as the Scrutinizer for conducting the scrutiny of voting at poll/post and the e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, by VLS Finance Limited in terms of resolution of its Board of Directors dated 06/11/2015.
2. The Company has appointed National Securities Depositories Limited (NSDL) as the Service Provider, for extending the facility of electronic voting to the Members of the Company from 9.00 A.M. on Wednesday, 16th December, 2015 to 5.00 p.m. on Friday, 18th December, 2015. E-voting was disabled by NSDL at 5.00 p.m. on 18th December, 2015.
3. Voting rights was reckoned on the paid-up value of shares registered in the name of the Member as on Saturday, 12th December, 2015, the cutoff date for votes on the resolutions either by e-voting, post or poll.
4. The e-voting results were unblocked on December 21, 2015 around 1:15 P.M. in the presence of two witnesses.

[Handwritten Signature]
21/12/15
(H. Control)
Authorized by Chairman of Meeting





A Aggarwal and Associates
Company Secretaries

35, Tyagi Vihar – B,
Dharam Colony, Nangloi
Delhi 110041

Mobile: 9818307204

Mail ID: aaggarwal_cs@yahoo.com

5. As the Chairman of the First Extraordinary General Meeting of the financial year 2015-16 of the Members of **VLS FINANCE LIMITED** held on Saturday, the 19th day of December, 2015 at 1:00 p.m. at "Mikky House", K-Block, Kidwai Nagar, Kanpur, U.P.-208011 you had consented to our appointment as the Scrutinizer for the Poll pursuant to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, for the resolutions contained in the Notice dated November 6, 2015. The poll was called for at the said Extraordinary General Meeting to facilitate members to cast their votes who could not participate in e-voting or voting by post. For further details please refer to Scrutinizer's Report for the poll in the form MGT-13 dated December 21, 2015.
6. The combined result of E-voting together with that of poll and voting by post is attached as annexure to this report.
7. All the resolutions proposed in the agenda items of the First Extraordinary General Meeting of the financial year 2015-16 stand passed in accordance with provisions of Companies Act, 2013 as per combined results.

We hereby confirm that we are maintaining the Registers received from service provider both electronically and manually in respect of votes cast through E-voting, at poll and voting by post. We shall arrange to handover these records to you or person authorised by the Company upon receipt of copy of authenticated minutes of said Extraordinary General Meeting.

Thanking you,

Yours sincerely,

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



(H. com:U)
21/12/15
Authenticated by Chairman of the Meeting.

Place: New Delhi

Date: December 21, 2015

Annexure - 2

Voting Results VLS Finance Limited

Date of AGM/EGM	19/12/2015
Total number of shareholders on record date	22771
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	39 1 38
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Facility not provided

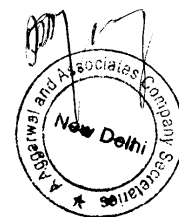
Agenda wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/Special)			1. Revision of remuneration of Shri S. K. Agarwal - Managing Director (DIN: 00106763) of the Company.						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] * 100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] * 100	% of Votes against on votes polled (7) = [(5)/(2)] * 100	
Promoter and Promoter Group	E-Voting	16273377	16273377	100	16273377	0	100.00	0.00	
	Poll	0	0	0	0	0	0.00	0.00	
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	16273377	16273377	100	16273377	0	100.00	0.00	
Public- Institutions	E-Voting	0	0	0	0	0	0.00	0.00	
	Poll	0	0	0	0	0	0.00	0.00	
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	0	0	0	0	0	0.00	0.00	
Public- Non Institutions	E-Voting **	7779	7779	100	5909	1870	75.96	24.04	
	Poll §	47218	47218	100	45218	2000	95.76	4.24	
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	54997	54997	100	51127	3870	92.96	7.04	
Total		16328374	16328374	100	16324504	3870	99.98	0.02	

** This does not include 1100 e- votes cast in favour of the resolution by a body corporate for non submission of Board Resolution.

§ Poll results include 1400 votes cast in favour of resolution through ballot by post. 100 votes cast at poll against the resolution have been rejected due to overwriting.

[Signature]
24/12/15
(H. conrol)
Authorized by chairman of meeting



Resolution required: (Ordinary/Special)			2. Revision of remuneration of Shri K. K. Soni – Director-Finance & CFO (DIN: 00106037) of the Company.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]* 100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	16273377	16273377	100	16273377	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	16273377	16273377	100	16273377	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	0	0	0	0.00	0.00
Public- Non Institutions	E-Voting	7779	7779	100	5909	1870	75.96	24.04
	Poll	5	47218	100	43138	4080	91.36	8.64
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	54997	54997	100	49047	5950	89.18	10.82
Total		16328374	16328374	100	16322424	5950	99.96	0.04

** This does not include 1100 e- votes cast in favour of the resolution by a body corporate for non submission of Board Resolution.

§ Poll results include 1400 votes cast in favour of resolution through ballot by post. 100 votes cast at poll against the resolution have been rejected due to overwriting.

Resolution required: (Ordinary/Special)			3. Appointment of Shri K. K. Soni (DIN: 00106037) as the Director -Finance & CFO of the Company.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]* 100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	16273377	16273377	100	16273377	0	100.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	16273377	16273377	100	16273377	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0	0	0	0.00	0.00
	Poll	0	0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	0	0	0	0.00	0.00
Public- Non Institutions	E-Voting	** 7779	7779	100	7759	20	99.74	0.26
	Poll	§ 47218	47218	100	45138	2180	95.59	4.62
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	54997	54997	100	52897	2200	96.18	4.00
Total		16328374	16328374	100	16326274	2200	99.99	0.01

** This does not include 1100 e- votes cast in favour of the resolution by a body corporate for non submission of Board Resolution.

§ Poll results include 1400 votes cast in favour of resolution through ballot by post. 100 votes cast at poll against the resolution have been rejected due to overwriting.

Handwritten signature and notes:
 27/11/15
 (4 copies)
 Submitted by chairman of the meeting

