

**Annexure – I**

**Summary of proceedings of the 30<sup>th</sup> Annual General Meeting:**

The 30<sup>th</sup> Annual General Meeting (AGM) of the Members of VLS Finance Limited held on Monday, 25<sup>th</sup> day of September, 2017 at 3:30 P.M. at The Auditorium, Sri Sathya Sai International Centre, Institutional Area, Lodhi Road, Pragati Vihar, New Delhi-110003. Shri S. K. Agarwal-Managing Director, chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. The Chairman welcome the members and in his address briefed about activities of company. The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice for the meeting. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end the meeting. It was further informed that there would be no voting by show of hands. Shri H. Consul - Company Secretary, read the Auditors' Report.

The following items of business, as per the Notice of AGM dated July 31, 2017, were transacted at the meeting.

<b>Resolution number</b>	<b>Type of Resolution</b>	<b>Description</b>
1	Ordinary Resolution	To receive, consider and adopt the audited balance sheet of the Company as at 31 <sup>st</sup> March, 2017, the statement of Profit & Loss for the year ended on that date together with the report of auditors and directors thereon and the consolidated Financial Statements for the said period.
2	Ordinary Resolution	To approve dividend of INR 1/- per equity share.
3	Ordinary Resolution	To appoint a Director in place of Shri S. K. Agarwal (DIN: 00106763) who retires by rotation and being eligible, offers himself for re-appointment.
4	Ordinary Resolution	To appoint a Director in place of Dr. (Mrs.) Neeraj Arora (DIN: 07191167) who retires by rotation and being eligible, offers herself for re-appointment.
5	Ordinary Resolution	To appoint the auditors and to fix their remuneration.
6	Ordinary Resolution	To approve appointment of Shri M. P. Mehrotra (DIN: 00016768) as Director.
7	Special Resolution	To approve the appointment of Shri M. P. Mehrotra (DIN: 00016768) as the whole time Director designated as Executive Vice -Chairman.
8	Ordinary Resolution	To approve fees to be paid by Members of the Company for service of documents through a particular mode of service.



Clarifications were provided to the queries raised by the members.

The Board of Directors had appointed Mr. V. B. Aggarwal –Practicing Company Secretary as the Scrutinizer to supervise the e - voting and ballot voting process. The scrutinizer's report was received and accordingly all the resolutions as set out in the notice were declared as passed.

This is for your information and records.

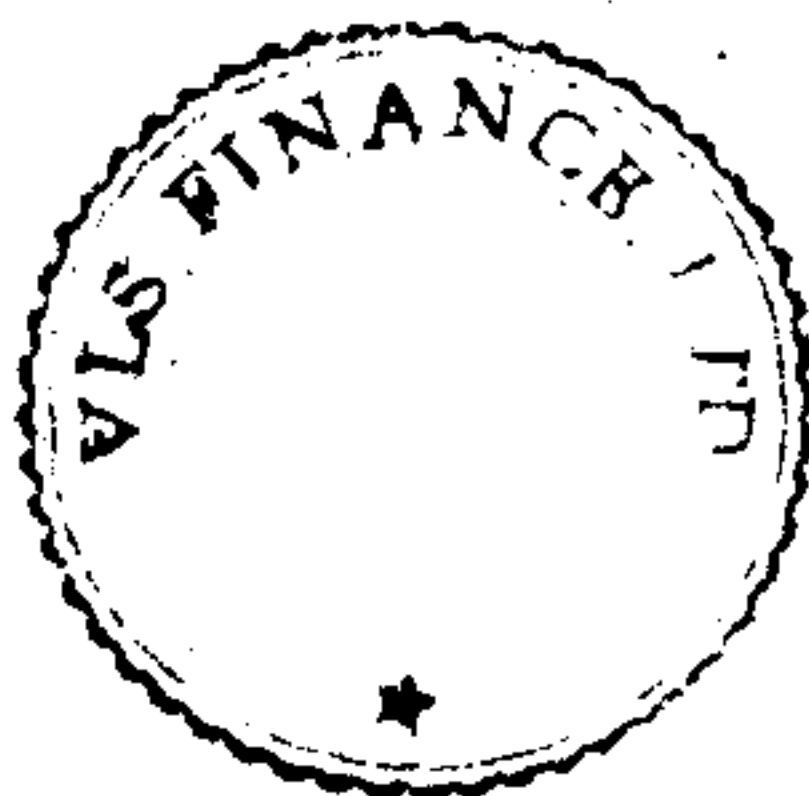
Thanking you,

Yours Sincerely,

For VLS Finance Ltd.

  
27/9/17

H. Consul  
Company Secretary  
M. No. A11183



Annexure - II

**Scrutinizer's Report**  
**[Combined Report of E-voting, voting by Post & Poll]**

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September 26, 2017

To,

The Chairman- 30<sup>th</sup> Annual General Meeting ("AGM"),  
VLS Finance Limited,  
Regd off: 2<sup>nd</sup> Floor, 13, Sant Nagar,  
East of Kailash,  
New Delhi-110 065

Dear Sir,

Scrutinizer's Report for combined result of poll conducted at the 30<sup>th</sup> AGM of VLS Finance Limited held on Monday, the 25<sup>th</sup> day of September, 2017 at 3:30 p.m., electronic voting and voting by post on agenda items of said Annual General Meeting.

1. I, V. B., practicing Company Secretary had been appointed as the Scrutinizer for conducting the scrutiny of voting by 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 Obligations & Disclosure Requirements) Regulations, 2015, by the Board of Directors of VLS Finance Limited vide its resolution dated 31/07/2017.
2. The Company had 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 Friday, 22<sup>nd</sup> September, 2017 till 5.00 p.m. on Sunday, 24<sup>th</sup> September, 2017. E-voting was disabled by NSDL at 5.00 p.m. on 24<sup>th</sup> September, 2017.
3. Voting rights was reckoned on the paid-up value of shares registered in the name of the member as on Wednesday, 20<sup>th</sup> September, 2017, the cut-off date for votes on the resolutions either by e-voting, post or poll.
4. The e-voting results were unblocked on September 25, 2017 around 6.50 p.m. in the presence of two witnesses. For details please refer to scrutinizers report on ewoting dated 26/09/2017.

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For VLS FINANCE LIMITED

  
29/9/17  
Company Secretary



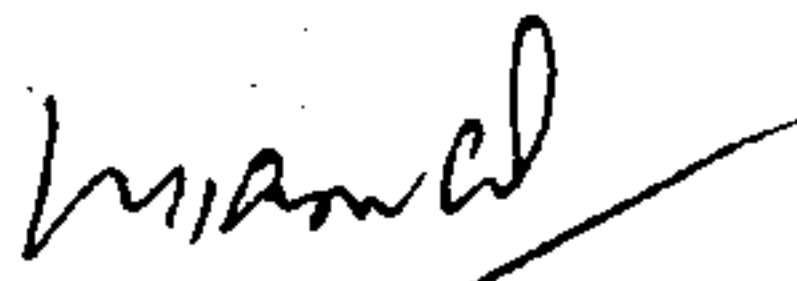


5. As the Chairman of the 30<sup>th</sup> AGM of the Company, you had also consented to my appointment as the Scrutinizer for the Poll pursuant to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, for the resolutions contained in the Notice dated July 31, 2017. The poll was called for at the said AGM 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 September 26, 2017.
6. The combined result of E-voting together with that of poll and voting by post is attached as an annexure to this report.
7. All the resolutions proposed in the agenda items of the 30<sup>th</sup> AGM have secured assent (approval) by requisite majority in accordance with provisions of Companies Act, 2013 as per combined results.


I hereby confirm that I am maintaining the registers received from service provider both electronically and manually in respect of votes cast through e-voting. I shall arrange to handover these records to you or person authorised by the Company upon receipt of copy of authenticated minutes of said AGM.

Thanking you,

Yours faithfully,

  
V. B. Aggarwal  
Company Secretary  
ACS 4240 CP No. 1583



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For VLS FINANCE LIMITED  
  
27/9/17  
Company Secretary

Place: Gurugram  
Date: September 26, 2017

Annexure to scrutinizer Report on Combined Results of voting in 30th Annual General Meeting held on 25/09/2017

VLS Finance Limited  
CIN:L65910DL1986PLC023129

Scrip code:VLSFINAC NSE  
Scrip code: 511333 BSE  
Scrip code:032019 CSE

Date of AGM/EGM	25-09-2017
Total number of shareholders on record date	22932
No. of shareholders present in the meeting either in person or through proxy:	39
Promoters and Promoter Group:	1
Public:	38
No. of shareholders attended the meeting through Video Conferencing:	Facility not provided
Promoters and Promoter Group:	
Public:	

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

Resolution required: (Ordinary/Special)		1. To receive, consider and adopt the audited balance sheet of the Company as at 31st March, 2017, the statement of Profit & Loss for the year ended on that date together with the report of auditors and directors thereon and the consolidated Financial Statements for the said period.						
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	17570123	16306132	92.81	16306132	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		17570123	16306132	92.81	16306132	0	100.00
Public- Institutions	E-Voting	109760	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		109760	0	0.00	0	0	0.00
Public- Non Institutions	E-Voting	20982134	11479	0.05	11479	0	100.00	0.00
	Poll		28016	0.13	27416	600	97.86	2.14
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		20982134	39495	0.19	38895	600	98.48
<b>Total</b>		<b>38662017</b>	<b>16345627</b>	<b>92.99</b>	<b>16345027</b>	<b>600</b>	<b>99.9963</b>	<b>0.0037</b>

5 Includes 4 members who voted through ballot by post for 2400 equity shares in aggregate.

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For VLS FINANCE LIMITED

*[Signature]*  
27/9/17  
Company Secretary

Resolution required: (Ordinary/Special)		2. To approve dividend of INR 1/- per equity share.						
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	17570123	16306132	92.81	16306132	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		16306132	92.81	16306132	0	100.00	0.00
Public- Institutions	E-Voting	109760	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	20982134	11479	0.05	11479	0	100.00	0.00
	Poll S		27416	0.13	27416	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		38895	0.19	38895	0	100.00	0.00
<b>Total</b>		<b>38662017</b>	<b>16345027</b>	<b>42.28</b>	<b>16345027</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

S Includes 4 members who voted through ballot by post for 2400 equity shares in aggregate. Vote of 1 member holding 600 shares was found invalid and not counted in total votes polled.

Resolution required: (Ordinary/Special)		3. To appoint a Director in place of Shri S. K. Agarwal (DIN: 00106763) who retires by rotation and being eligible, offers himself for re-appointment.						
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	17570123	16306132	92.81	16306132	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		16306132	92.81	16306132	0	100.00	0.00
Public- Institutions	E-Voting	109760	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	20982134	8679	0.04	8679	0	100.00	0.00
	Poll S		27416	0.13	27416	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		36095	0.17	36095	0	100.00	0.00
<b>Total</b>		<b>38662017</b>	<b>16342227</b>	<b>42.27</b>	<b>16342227</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

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For VLS FINANCE LIMITED**

*[Signature]*  
27/9/17  
Company Secretary

Resolution required: (Ordinary/Special)			4. To appoint a Director in place of Dr. (Mrs.) Neeraj Arora (DIN: 07191167) who retires by rotation and being eligible, offers herself for re-appointment.					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
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	17570123	16306132	92.81	16306132	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		17570123	16306132	92.81	16306132	0	100.00
Public-Institutions	E-Voting	109760	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		109760	0	0.00	0	0	0.00
Public- Non Institutions	E-Voting	20982134	8679	0.04	8679	0	100.00	0.00
	Poll \$		27416	0.13	27416	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		20982134	36095	0.17	36095	0	100.00
<b>Total</b>		<b>38662017</b>	<b>16342227</b>	<b>42.27</b>	<b>16342227</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

\$ Includes 4 members who voted through ballot by post for 2400 equity shares in aggregate. Vote of 1 member holding 600 shares was found invalid and not counted in total votes polled.

Resolution required: (Ordinary/Special)			5. To appoint the auditors and to fix their remuneration.					
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	17570123	16306132	92.81	16306132	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		17570123	16306132	92.81	16306132	0	100.00
Public-Institutions	E-Voting	109760	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		109760	0	0.00	0	0	0.00
Public- Non Institutions	E-Voting	20982134	8679	0.04	8679	0	100.00	0.00
	Poll \$		27416	0.13	27416	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		20982134	36095	0.17	36095	0	100.00
<b>Total</b>		<b>38662017</b>	<b>16342227</b>	<b>42.27</b>	<b>16342227</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

\$ Includes 4 members who voted through ballot by post for 2400 equity shares in aggregate. Vote of 1 member holding 600 shares was found invalid and not counted in total votes polled.

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For VLS FINANCE LIMITED**

*[Signature]*  
27/9/17  
Company Secretary



Resolution required: (Ordinary/Special)			6. To approve appointment of Shri M. P. Mehrotra (DIN: 00016768) as Director.					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
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	17570123	16306132	92.81	16306132	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		16306132	92.81	16306132	0	100.00	0.00
Public-Institutions	E-Voting	109760	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	20982134	8679	0.04	8679	0	100.00	0.00
	Poll \$		27416	0.13	27416	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		36095	0.17	36095	0	100.00	0.00
<b>Total</b>		<b>38662017</b>	<b>16342227</b>	<b>42.27</b>	<b>16342227</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

S Includes 4 members who voted through ballot by post for 2400 equity shares in aggregate. Vote of 1 member holding 600 shares was found invalid and not counted in total votes polled.

Resolution required: (Ordinary/ Special)			7. To approve the appointment of Shri M. P. Mehrotra (DIN: 00016768) as the whole time Director designated as Executive Vice -Chairman.					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
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	17570123	16306132	92.81	16306132	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		16306132	92.81	16306132	0	100.00	0.00
Public-Institutions	E-Voting	109760	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	20982134	8679	0.04	8679	0	100.00	0.00
	Poll \$		27416	0.13	27416	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		36095	0.17	36095	0	100.00	0.00
<b>Total</b>		<b>38662017</b>	<b>16342227</b>	<b>42.27</b>	<b>16342227</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

S Includes 4 members who voted through ballot by post for 2400 equity shares in aggregate. Vote of 1 member holding 600 shares was found invalid and not counted in total votes polled.

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For VLS FINANCE LIMITED

*[Signature]*  
27/9/17  
Company Secretary



*Amal*

Resolution required: <del>(Ordinary/ Special)</del>			8. To approve fees to be paid by Members of the Company for service of documents through a particular mode of service.					
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	17570123	16306132	92.81	16306132	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		16306132	92.81	16306132	0	100.00	0.00
Public- Institutions	E-Voting	109760	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	20982134	11479	0.05	11479	0	100.00	0.00
	Poll S		27416	0.13	27416	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		38895	0.19	38895	0	100.00	0.00
<b>Total</b>		<b>38662017</b>	<b>16345027</b>	<b>42.28</b>	<b>16345027</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

S Includes 4 members who voted through ballot by post for 2400 equity shares in aggregate. Vote of 1 member holding 600 shares was found invalid and not counted in total votes polled.

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27/9/17  
Company Secretary

