



VLS FINANCE LTD.

Regd. Office : Ground Floor, 90, Okhla
Industrial Estate, Phase III, New Delhi-110020
Tel. : 91-11-46656666
Fax : 91-11-46656699
Email : vls@vlsfinance.com
Web : www.vlsfinance.com
CIN : L65910DL1986PLC023129

September 30, 2025

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

Scrip Code: 511333

**Sub: Voting Results in respect of the 38th Annual General Meeting
of the Company.**

Dear Sir/Madam,

This is to inform you that 38th Annual General Meeting ('AGM') of the Company was held on Saturday, 27th September, 2025 at 3:30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and the business mentioned in the Notice dated 07/08/2025 were transacted.

In this regard, please find enclosed the voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – I (colly.)** alongwith Combined Report of Scrutinizer dated September 29, 2025, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

Thanking you,
for VLS Finance Limited

HARSH Digitally signed
by HARSH
CONSUL
Date: 2025.09.30
12:23:34 +05'30'

(H. Consul) ✓
Company Secretary
M. No. – A11183



Encl: a.a.

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

Annexure - I

VLS Finance Limited
CIN: L65910DL1986PLC023129

Combined Result of voting in 38th Annual General Meeting held on Saturday, 27th September, 2025 at 3:30 p.m. through Video Conference.

Scrip code: VLSFINANCE (NSE)

Scrip code: 511333 (BSE)

Scrip code: 032019 (CSE)

Date of AGM/EGM	27-09-2025
Total number of shareholders on record date	26817
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	0 0
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	60 2 including 2 Corporate Member through Authorised Representative 58 including 3 Corporate Members through Authorised Representative

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

Resolution required: (Ordinary/Special)			1. To receive, consider and adopt the audited financial statements of the Company both standalone and the consolidated financial statements for the financial year ended March 31, 2025 and the reports of the Board of Directors ("the Board") and Auditors thereon.						
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	Result
Promoter and Promoter Group	E-Voting	17691936	13766506	77.8123	13766506	0	100.0000	0.0000	Passed as an Ordinary Resolution
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		13766506	77.8123	13766506	0	100.0000	0.0000	
Public- Institutions	E-Voting	635946	560664	88.1622	560664	0	100.0000	0.0000	
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		560664	88.1622	560664	0	100.0000	0.0000	
Public- Non Institutions	E-Voting	15682359	56077	0.3576	52513	3564	93.6445	6.3555	
	Poll/ Evoting at AGM		1103	0.0070	0	1103	0.0000	100.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		57180	0.3646	52513	4667	91.8381	8.1619	
Total		34010241	14384350	42.2942	14379683	4667	99.9676	0.0324	

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For VLS FINANCE LIMITED

29/9/2025
Company Secretary

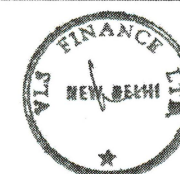


Resolution required: (Ordinary/Special)			2. To approve a Final dividend of Rs.1.50 per equity share for the financial year ended March 31, 2025.						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (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	Result
Promoter and Promoter Group	E-Voting	17691936	13766506	77.8123	13766506	0	100.0000	0.0000	Passed as an Ordinary Resolution
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		13766506	77.8123	13766506	0	100.0000	0.0000	
Public- Institutions	E-Voting	635946	605863	95.2696	605863	0	100.0000	0.0000	
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		605863	95.2696	605863	0	100.0000	0.0000	
Public- Non Institutions	E-Voting	15682359	56077	0.3576	52513	3564	93.6445	6.3555	
	Poll/ Evoting at AGM		1103	0.0070	1103	0	100.0000	0.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		57180	0.3646	53616	3564	93.7671	6.2329	
Total		34010241	14429549	42.4271	14425985	3564	99.9753	0.0247	

Resolution required: (Ordinary/ Special)			3. To appoint a Director in place of Shri Gaurav Goel - (DIN:00076111) 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	Result
Promoter and Promoter Group	E-Voting	17691936	13766506	77.8123	13766506	0	100.0000	0.0000	Passed as an Ordinary Resolution
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		13766506	77.8123	13766506	0	100.0000	0.0000	
Public- Institutions	E-Voting	635946	605863	95.2696	419902	185961	69.3064	30.6936	
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		605863	95.2696	419902	185961	69.3064	30.6936	
Public- Non Institutions	E-Voting	15682359	56077	0.3576	51981	4096	92.6958	7.3042	
	Poll/ Evoting at AGM		1103	0.0070	0	1103	0.0000	100.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		57180	0.3646	51981	5199	90.9077	9.0923	
Total		34010241	14429549	42.4271	14238389	191160	98.6752	1.3248	

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For VLS FINANCE LIMITED

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29/5/2025
Company Secretary

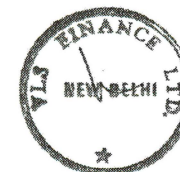


Resolution required: (Ordinary/Special)			4. To consider re-appointment of Shri Suresh Kumar Agarwal (DIN: 00106763) as Managing Director.						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	Result
Promoter and Promoter Group	E-Voting	17691936	13766506	77.8123	13766506	0	100.0000	0.0000	Passed as Special Resolution
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		13766506	77.8123	13766506	0	100.0000	0.0000	
Public- Institutions	E-Voting	635946	605863	95.2696	598254	7609	98.7441	1.2559	
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		605863	95.2696	598254	7609	98.7441	1.2559	
Public- Non Institutions	E-Voting	15682359	56077	0.3576	52416	3661	93.4715	6.5285	
	Poll/ Evoting at AGM		1103	0.0070	0	1103	0.0000	100.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		57180	0.3646	52416	4764	91.6684	8.3316	
Total		34010241	14429549	42.4271	14417176	12373	99.9143	0.0857	

Resolution required: (Ordinary/Special)			5. To consider re-appointment of Shri Kishan Kumar Soni (DIN:00106037) as Director- Finance & CFO.						
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	Result
Promoter and Promoter Group	E-Voting	17691936	13766506	77.8123	13766506	0	100.0000	0.0000	Passed as Special Resolution
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		13766506	77.8123	13766506	0	100.0000	0.0000	
Public- Institutions	E-Voting	635946	605863	95.2696	605863	0	100.0000	0.0000	
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		605863	95.2696	605863	0	100.0000	0.0000	
Public- Non Institutions	E-Voting	15682359	55577	0.3544	51916	3661	93.4127	6.5873	
	Poll/ Evoting at AGM		1103	0.0070	0	1103	0.0000	100.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		56680	0.3614	51916	4764	91.5949	8.4051	
Total		34010241	14429049	42.4256	14424285	4764	99.9670	0.0330	

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29/9/2015
Company Secretary



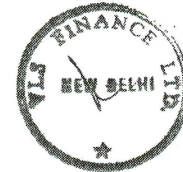
Resolution required: (Ordinary/Special)			6. To appoint the Secretarial Auditors and to fix their remuneration.						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled (2)	% of Votes Polled on outstanding 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	Result
Promoter and Promoter Group	E-Voting	17691936	13766506	77.8123	13766506	0	100.0000	0.0000	Passed as an Ordinary Resolution
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	17691936	13766506	77.8123	13766506	0	100.0000	0.0000	
Public- Institutions	E-Voting	635946	600249	94.3868	600249	0	100.0000	0.0000	
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	635946	600249	94.3868	600249	0	100.0000	0.0000	
Public- Non Institutions	E-Voting	15682359	55577	0.3544	51982	3595	93.5315	6.4685	
	Poll/ Evoting at AGM		1103	0.0070	0	1103	0.0000	100.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	15682359	56680	0.3614	51982	4698	91.7114	8.2886	
Total		34010241	14423435	42.4091	14418737	4698	99.9674	0.0326	

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For VLS FINANCE LIMITED

Company Secretary





Scrutinizer's Report
[Combined Report of Remote E-voting & E-voting at AGM]

The Chairman of the 38th Annual General Meeting,
VLS Finance Limited,
Regd. off: Ground Floor, 90, Okhla Industrial Estate, Phase-III,
New Delhi - 110 020

Dear Sir,

Scrutinizer's Report for combined result of Remote E-voting and E- voting at AGM for votes cast at the 38th Annual General Meeting ("AGM") of the Members of VLS Finance Limited held on Saturday, 27th September, 2025 at 3.30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on agenda items of said Annual General Meeting.

1. I, Ashutosh Aggarwal, practicing Company Secretary had been appointed as the Scrutinizer for conducting the scrutiny in connection with remote e-voting held between 24th September, 2025 to 26th September, 2025 and E-voting at AGM on the items contained in notice convening 38th AGM of the Company on 27/09/2025 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 27/05/2025.

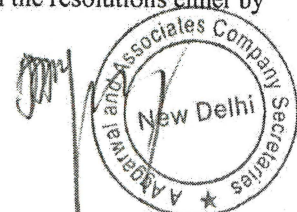
Responsibility as a Scrutinizer

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, Rules and Circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions so contained in the notice of the 38th AGM dated 07/08/2025. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution(s) set out in the notice convening the 38th Annual General Meeting, based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL"), the authorized agency engaged by the Company for providing e-voting facilities to its shareholders.

2. The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider, for extending the facility of remote electronic voting to the members of the Company from 9.00 A.M. on Wednesday, 24th September, 2025 till 5.00 p.m. on Friday, 26th September, 2025. Remote E-voting was disabled by NSDL at 5.00 p.m. on 26th September, 2025.
3. Voting rights were reckoned on the paid-up value of shares registered in the name of the members as on Friday, 12th September, 2025, the cut-off date for votes on the resolutions either by remote e-voting or E-voting at AGM.

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For VLS FINANCE LIMITED

[Signature]
29/9/2025
Company Secretary





A Aggarwal and Associates
Company Secretaries

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

Mobile: 9818307204

Mail ID: aaggarwal_cs@yahoo.com

4. The e-voting results were unblocked on September 27, 2025 at around 05.22 p.m. in the presence of two witnesses, for details please refer to scrutinizer's report on Remote e-voting dated September 29, 2025.
5. As the Chairman of the 38th AGM of the Company, you had consented to my appointment as the Scrutinizer for the E-voting at AGM 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 August 07, 2025. The facility of E-voting at AGM was provided at the said AGM to facilitate members to cast their votes who could not participate in remote e-voting and was available till 15 minutes after conclusion of AGM. The AGM was concluded at 4:03 p.m. on September 27, 2025. For further details please refer to Scrutinizer's Report for the E-voting at AGM in the form MGT-13 dated September 29, 2025.
6. The combined result of Remote E-voting and of voting at AGM is attached as an annexure to this report. There were no invalid or defective votes. Two members who logged in extended time of 15 (fifteen) minutes provided for E-voting after conclusion of AGM had not been counted for members present at AGM. These members also did not vote in said period.
7. All the resolutions proposed in the agenda items of the 38th 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 hand over these records to you or person authorised by the Company upon receipt of copy of authenticated minutes of said AGM.

Thanking you,
Yours Sincerely,



Ashutosh Aggarwal
A Aggarwal and Associates
Company Secretaries
ACS 9972 CP No. 7467
P.R. CERTIFICATE NO. 1097/2021
UDIN: A009972G001387667

Place: New Delhi

Date: September 29, 2025

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For VLS FINANCE LIMITED



Company Secretary

VLS Finance Limited
CIN: L65910DL1986PLC023129

Combined Result of voting in 38th Annual General Meeting held on Saturday, 27th September, 2025 at 3:30 p.m. through Video Conference.

Scrip code: VLSFINANCE (NSE)

Scrip code: 511333 (BSE)

Scrip code: 032019 (CSE)

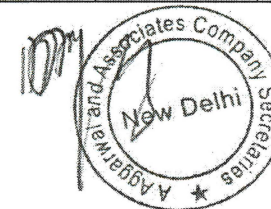
Date of AGM/EGM	27/09/2025
Total number of shareholders on record date	26817
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	0 0
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	60 2 including 2 Corporate Member through Authorised Representative 58 including 3 Corporate Members through Authorised Representative

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

Resolution required: (Ordinary/Special)			1. To receive, consider and adopt the audited financial statements of the Company both standalone and the consolidated financial statements for the financial year ended March 31, 2025 and the reports of the Board of Directors ("the Board") and Auditors thereon.					
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	17691936	13766506	77.8123	13766506	0	100.0000	0.0000
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	17691936	13766506	77.8123	13766506	0	100.0000	0.0000
Public- Institutions	E-Voting	635946	560664	88.1622	560664	0	100.0000	0.0000
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	635946	560664	88.1622	560664	0	100.0000	0.0000
Public- Non Institutions	E-Voting	15682359	56077	0.3576	52513	3564	93.6445	6.3555
	Poll/ Evoting at AGM		1103	0.0070	0	1103	0.0000	100.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	15682359	57180	0.3646	52513	4667	91.8381	8.1619
Total		34010241	14384350	42.2942	14379683	4667	99.9676	0.0324

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For VLS FINANCE LIMITED

Company Secretary

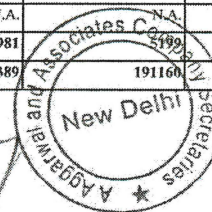


Resolution required: (Ordinary/Special)			2. To approve a Final dividend of Rs.1.50 per equity share for the financial year ended March 31, 2025.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (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	17691936	13766506	77.8123	13766506	0	100.0000	0.0000
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		13766506	77.8123	13766506	0	100.0000	0.0000
Public- Institutions	E-Voting	635946	605863	95.2696	605863	0	100.0000	0.0000
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		605863	95.2696	605863	0	100.0000	0.0000
Public- Non Institutions	E-Voting	15682359	56077	0.3576	52513	3564	93.6445	6.3555
	Poll/ Evoting at AGM		1103	0.0070	1103	0	100.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		57180	0.3646	53616	3564	93.7671	6.2329
Total		34010241	14429549	42.4271	14425985	3564	99.9753	0.0247

Resolution required: (Ordinary/ Special)			3. To appoint a Director in place of Shri Gaurav Goel - (DIN:00076111) 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	17691936	13766506	77.8123	13766506	0	100.0000	0.0000
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		13766506	77.8123	13766506	0	100.0000	0.0000
Public- Institutions	E-Voting	635946	605863	95.2696	419902	185961	69.3064	30.6936
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		605863	95.2696	419902	185961	69.3064	30.6936
Public- Non Institutions	E-Voting	15682359	56077	0.3576	51981	4096	92.6958	7.3042
	Poll/ Evoting at AGM		1103	0.0070	0	1103	0.0000	100.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		57180	0.3646	51981	4096	90.9077	9.0923
Total		34010241	14429549	42.4271	14238389	191160	98.6752	1.3248

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For VLS FINANCE LIMITED

Company Secretary

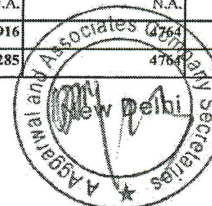


Resolution required: (Ordinary/Special)			4. To consider re-appointment of Shri Suresh Kumar Agarwal (DIN: 00106763) as Managing Director.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of 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	17691936	13766506	77.8123	13766506	0	100.0000	0.0000
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	17691936	13766506	77.8123	13766506	0	100.0000	0.0000
Public- Institutions	E-Voting	635946	605863	95.2696	598254	7609	98.7441	1.2559
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	635946	605863	95.2696	598254	7609	98.7441	1.2559
Public- Non Institutions	E-Voting	15682359	56077	0.3576	52416	3661	93.4715	6.5285
	Poll/ Evoting at AGM		1103	0.0070	0	1103	0.0000	100.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	15682359	57180	0.3646	52416	4764	91.6684	8.3316
Total		34010241	14429549	42.4271	14417176	12373	99.9143	0.0857

Resolution required: (Ordinary/Special)			5. To consider re-appointment of Shri Kishan Kumar Soni (DIN:00106037) as Director- Finance & CFO.					
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	17691936	13766506	77.8123	13766506	0	100.0000	0.0000
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	17691936	13766506	77.8123	13766506	0	100.0000	0.0000
Public- Institutions	E-Voting	635946	605863	95.2696	605863	0	100.0000	0.0000
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	635946	605863	95.2696	605863	0	100.0000	0.0000
Public- Non Institutions	E-Voting	15682359	55577	0.3544	51916	3661	93.4127	6.5873
	Poll/ Evoting at AGM		1103	0.0070	0	1103	0.0000	100.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	15682359	56680	0.3614	51916	4764	91.5949	8.4051
Total		34010241	14429049	42.4256	14424285	4764	99.9670	0.0330

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For VLS FINANCE LIMITED

Company Secretary

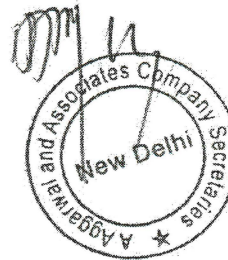


Resolution required: (Ordinary/Special)			6. To appoint the Secretarial Auditors and to fix their remuneration.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled (2)	% of Votes Polled on outstanding shares (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	17691936	13766506	77.8123	13766506	0	100.0000	0.0000
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	17691936	13766506	77.8123	13766506	0	100.0000	0.0000
Public- Institutions	E-Voting	635946	600249	94.3868	600249	0	100.0000	0.0000
	Poll/ Evoting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	635946	600249	94.3868	600249	0	100.0000	0.0000
Public- Non Institutions	E-Voting	15682359	55577	0.3544	51982	3595	93.5315	6.4685
	Poll/ Evoting at AGM		1103	0.0070	0	1103	0.0000	100.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	15682359	56680	0.3614	51982	4698	91.7114	8.2886
Total		34010241	14423435	42.4091	14418737	4698	99.9674	0.0326

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For VLS FINANCE LIMITED

Company Secretary

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Report of Scrutinizer - On Remote E-Voting

The Chairman- 38th Annual General Meeting,
VLS Finance Limited,
Regd. off: Ground Floor, 90, Okhla Industrial Estate, Phase-III,
New Delhi - 110 020

Dear Sir,

Sub: Scrutinizer's Report on Remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Ashutosh Aggarwal, Practicing Company Secretary have been appointed as a Scrutinizer by the Board of Directors of M/s. VLS Finance Limited ("the Company") in connection with remote e-voting held between 24th September, 2025 to 26th September, 2025 and e- voting at AGM on the below mentioned resolution(s) set out in the notice convening the 38th Annual General Meeting ('AGM') of the Members held on Saturday, 27th September, 2025 through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), at 3.30 PM (IST) for the purpose of scrutinizing the remote e-voting and e-voting at AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

I submit the report as under:

1. As required under Sections 101 and 108 of the Act read with relevant Rules and Circulars, Notice of AGM dated 07/08/2025 along with the Explanatory Statements under Section 102 of the Companies Act, 2013 were sent to the Members. The Members whose names appeared in the Register of Members as on Friday, 12th September, 2025 (the 'Cutoff date') were entitled to vote on the following 6 (Six) proposed Resolutions:

Resolution No.	Resolution Type	Description
1.	Ordinary Resolution	To receive, consider and adopt the audited financial statements of the Company both standalone and the consolidated financial statements for the financial year ended March 31, 2025 and the reports of the Board of Directors ("the Board") and Auditors thereon.
2.	Ordinary Resolution	To approve a Final dividend of Rs.1.50 per equity share for the financial year ended March 31, 2025.
3.	Ordinary Resolution	To appoint a Director in place of Shri Gaurav Goel - (DIN:00076111) who retires by rotation and being eligible, offers himself for re-appointment.
4.	Special Resolution	To consider re-appointment of Shri Suresh Kumar Agarwal (DIN:00106763) as Managing Director.
5.	Special Resolution	To consider re-appointment of Shri Kishan Kumar Soni (DIN:00106037) as Director- Finance & CFO.
6.	Ordinary Resolution	To appoint the Secretarial Auditors and to fix their remuneration.





A Aggarwal and Associates Company Secretaries

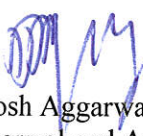
35, Tyagi Vihar – B,
Dharam Colony, Nangloi
Delhi 110041

Mobile: 9818307204

Mail ID: aaggarwal_cs@yahoo.com

2. The Company has availed the e-voting facility offered by National Securities Depositories Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.
3. The remote e-voting period remained opened from from 9.00AM (IST) on 24th September, 2025 to 26th September, 2025 upto 5.00 PM (IST).
4. The votes were unblocked on September 27, 2025 around 05.22 p.m. in the presence of two witnesses, namely Mr. Ashwani Mehta, S/o Late Shri M. D. Mehta, R/o. 12-D, Gali No. 20, Molar Band Extn., Badarpur, New Delhi - 110044 and Ms. Khushi Garg, D/o Shri Vikas Garg, R/o 2800, Sector-14 (Part 2), Hisar, Haryana – 125001 who are not in the employment of the Company and they have witnessed in confirmation of the e-votes being unblocked.
5. Thereafter, the details containing, inter-alia, list of Equity Shareholders of the Company, who voted "For" and "Against", were downloaded from the E-voting Website of National Securities Depositories Limited (<https://www.evoting.nsdl.com>).
6. I have scrutinized and reviewed the voting through electronic means and votes tendered therein and maintained a register in which necessary entries have been made in accordance with the above Rules.
7. I submit with this report, the result of remote e-voting as mentioned in **Annexure-I**, in respect of the said Resolutions.
8. You may accordingly declare the result of the voting by electronic mode.

Thanking you,
Yours sincerely,


Ashutosh Aggarwal
A Aggarwal and Associates
Company Secretaries
ACS 9972 CP No. 7467
P.R. CERTIFICATE NO. 1097/2021
UDIN: A009972G001387667



Place: New Delhi
Date: September 29, 2025

REPORT OF SCRUTINIZER

ANNEXURE- I

Result of the Remote E-voting in relation to 38th Annual General Meeting of the Members of VLS Finance Limited held on Saturday, 27th September, 2025 at 3:30 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

Item Nos.	Number of members voted	Total no. of votes cast	% to total Paid-Up Equity Shares	Voted in favour of the Resolution		Voted against the Resolution	
				Number of votes cast	% of total number of valid votes cast	Number of votes cast	% of total number of valid votes cast
Item :01 Ordinary Resolution							
To receive, consider and adopt the audited financial statements of the Company both standalone and the consolidated financial statements for the financial year ended March 31, 2025 and the reports of the Board of Directors ("the Board") and Auditors thereon.	162	14383247	42.29	14379683	99.9752	3564	0.0248

Promoter Voting : 13766506

Public Voting : 616741

Item :02 Ordinary Resolution							
To approve a Final dividend of Rs.1.50 per equity share for the financial year ended March 31, 2025.	164	14428446	42.42	14424882	99.9753	3564	0.0247

Promoter Voting : 13766506

Public Voting : 661940

Item :03 Ordinary Resolution							
To appoint a Director in place of Shri Gaurav Goel - (DIN:00076111) who retires by rotation and being eligible, offers himself for re-appointment.	164	14428446	42.42	14238389	98.6828	190057	1.3172

Promoter Voting : 13766506

Public Voting : 661940

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Item Nos.	Number of members voted	Total no. of votes cast	% to total Paid-Up Equity Shares	Voted in favour of the Resolution		Voted against the Resolution	
				Number of votes cast	% of total number of valid votes cast	Number of votes cast	% of total number of valid votes cast
Item :04 Special Resolution							
To consider and if thought fit, to pass the following resolution as Special Resolution for re-appointment of Shri Suresh Kumar Agarwal (DIN: 00106763) as Managing Director.	164	14428446	42.42	14417176	99.9219	11270	0.0781

Promoter Voting : 13766506

Public Voting : 661940

Item :05							
Special Resolution							
To consider and if thought fit, to pass the following resolution as Special Resolution for re-appointment of Shri Kishan Kumar Soni (DIN:00106037) as Director- Finance & CFO.	163	14427946	42.42	14424285	99.9746	3661	0.0254

Promoter Voting : 13766506

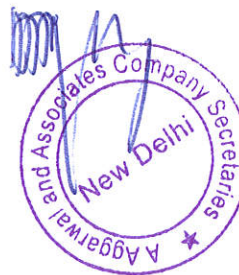
Public Voting : 661440

Item :06							
Ordinary Resolution							
To consider and if thought fit, to pass the following resolution as Ordinary Resolution to appoint the Secretarial Auditors and to fix their remuneration.	162	14422332	42.42	14418737	99.9751	3595	0.0249

Promoter Voting : 13766506

Public Voting : 655826

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FORM MGT-13

Report of Scrutinizer

*{Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014}*

The Chairman - 38th Annual General Meeting,
VLS Finance Limited,
Regd. off: Ground Floor, 90, Okhla Industrial Estate, Phase-III,
New Delhi - 110020

*AGM on Saturday, 27th September 2025 at 3:30 p.m. through Video Conferencing ('VC') /
Other Audio-Visual Means ('OAVM').*

Dear Sir,

I, Ashutosh Aggarwal, Practicing Company Secretary have been appointed as a Scrutinizer by the Board of Directors of M/s. VLS Finance Limited ("the Company") in connection with remote e-voting held between 24th September, 2025 to 26th September, 2025 and e- voting at AGM on the below mentioned resolution(s) set out in the notice convening the 38th Annual General Meeting (AGM) of the Members held on Saturday, 27th September 2025 through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") at 3.30 PM (IST) for the purpose of scrutinizing the remote e-voting and e-voting at AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report:

Resolution No.	Resolution Type	Description
1.	Ordinary Resolution	To receive, consider and adopt the audited financial statements of the Company both standalone and the consolidated financial statements for the financial year ended March 31, 2025 and the reports of the Board of Directors ("the Board") and Auditors thereon.
2.	Ordinary Resolution	To approve a Final dividend of Rs.1.50 per equity share for the financial year ended March 31, 2025.
3.	Ordinary Resolution	To appoint a Director in place of Shri Gaurav Goel - (DIN:00076111) who retires by rotation and being eligible, offers himself for re-appointment.
4.	Special Resolution	To consider re-appointment of Shri Suresh Kumar Agarwal (DIN:00106763) as Managing Director.
5.	Special Resolution	To consider re-appointment of Shri Kishan Kumar Soni (DIN:00106037) as Director- Finance & CFO.
6.	Ordinary Resolution	To appoint the Secretarial Auditors and to fix their remuneration.





I submit my report as under:

1. The E-voting at AGM remained open from commencement of AGM till 15 (Fifteen) minutes after conclusion of AGM.
2. The Shareholders holding shares as on the “cut off” date, 12th September, 2025 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice of 38th AGM of the Company held on 27th September, 2025.
3. After the conclusion of the Annual General Meeting, the votes cast through remote E-voting and E-voting at the AGM were unblocked on 27th September, 2025 at 5.22 p.m. in the presence of two witnesses.
4. The votes were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and authorisation of corporate bodies lodged with the Company.
5. There were no defective or invalid votes.
6. The result of the E-voting at AGM is attached as an Annexure to this report.

Thanking you,
Yours sincerely,

Ashutosh Aggarwal
A Aggarwal and Associates
Company Secretaries
ACS 9972 CP No. 7467
P.R. CERTIFICATE NO. 1097/2021
UDIN: A009972G001387667



Place: New Delhi

Date: September 29, 2025

Annexure to Form MGT-13: Report of Scrutinizer

(Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

Result of the Evoting done by the Members at the 38th Annual General Meeting of the Members of VLS Finance Limited held on Saturday, 27th September, 2025 at 3:30 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

Resolution-1 (Ordinary Resolution)

To receive, consider and adopt the audited financial statements of the Company both standalone and the consolidated financial statements for the financial year ended March 31, 2025 and the reports of the Board of Directors ("the Board") and Auditors thereon.

		(i) Voted in favour of the resolution:			(ii) Voted against the resolution:			(iii) Invalid votes:	
Number of Members Present and Voting (in person or proxy)	Total number of vote cast	Number of Members Present and Voting (in person or proxy)	Number of votes cast by them	% of the total Number of valid votes cast	Number of Members Present and Voting (in person or proxy)	Number of votes cast by them	% of the total Number of valid votes cast	Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1103	0	0	0.00	1	1103	100.00	0	0

Promoter Voting : 0

Public Voting : 1103

Resolution-2 (Ordinary Resolution)

To approve a Final dividend of Rs.1.50 per equity share for the financial year ended March 31, 2025.

		(i) Voted in favour of the resolution:			(ii) Voted against the resolution:			(iii) Invalid votes:	
Number of Members Present and Voting (in person or proxy)	Total number of vote cast	Number of Members Present and Voting (in person or proxy)	Number of votes cast by them	% of the total Number of valid votes cast	Number of Members Present and Voting (in person or proxy)	Number of votes cast by them	% of the total Number of valid votes cast	Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1103	1	1103	100.00	0	0	0.00	0	0

Promoter Voting : 0

Public Voting : 1103

Resolution-3 (Ordinary Resolution)

To appoint a Director in place of Shri Gaurav Goel - (DIN:00076111) who retires by rotation and being eligible, offers himself for re-appointment.

		(i) Voted in favour of the resolution:			(ii) Voted against the resolution:			(iii) Invalid votes:	
Number of Members Present and Voting (in person or proxy)	Total number of vote cast	Number of Members Present and Voting (in person or proxy)	Number of votes cast by them	% of the total Number of valid votes cast	Number of Members Present and Voting (in person or proxy)	Number of votes cast by them	% of the total Number of valid votes cast	Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1103	0	0	0.00	1	1103	100.00	0	0

Promoter Voting : 0

Public Voting : 1103

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Resolution-4 (Special Resolution)**To consider re-appointment of Shri Suresh Kumar Agarwal (DIN: 00106763) as Managing Director.**

		(i) Voted in favour of the resolution:			(ii) Voted against the resolution:			(iii) Invalid votes:	
Number of Members Present and Voting (in person or proxy)	Total number of vote cast	Number of Members Present and Voting (in person or proxy)	Number of votes cast by them	% of the total Number of valid votes cast	Number of Members Present and Voting (in person or proxy)	Number of votes cast by them	% of the total Number of valid votes cast	Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1103	0	0	0.00	1	1103	100.00	0	0

Promoter Voting : 0

Public Voting : 1103

Resolution-5 (Special Resolution)**To consider re-appointment of Shri Kishan Kumar Soni (DIN:00106037) as Director- Finance & CFO.**

		(i) Voted in favour of the resolution:			(ii) Voted against the resolution:			(iii) Invalid votes:	
Number of Members Present and Voting (in person or proxy)	Total number of vote cast	Number of Members Present and Voting (in person or proxy)	Number of votes cast by them	% of the total Number of valid votes cast	Number of Members Present and Voting (in person or proxy)	Number of votes cast by them	% of the total Number of valid votes cast	Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1103	0	0	0.00	1	1103	100.00	0	0

Promoter Voting : 0

Public Voting : 1103

Resolution-6 (Ordinary Resolution)**To appoint the Secretarial Auditors and to fix their remuneration.**

		(i) Voted in favour of the resolution:			(ii) Voted against the resolution:			(iii) Invalid votes:	
Number of Members Present and Voting (in person or proxy)	Total number of vote cast	Number of Members Present and Voting (in person or proxy)	Number of votes cast by them	% of the total Number of valid votes cast	Number of Members Present and Voting (in person or proxy)	Number of votes cast by them	% of the total Number of valid votes cast	Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1103	0	0	0.00	1	1103	100.00	0	0

Promoter Voting : 0

Public Voting : 1103

Note:- Being evoting, the voting by proxy is not applicable
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