



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

April 13, 2026

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

Scrip Code: 511333

Sub:- Declaration of Voting Results of Postal Ballot Notice dated February 13, 2026.

Ref.: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/ Madam,

This is further to our letter dated March 10, 2026, submitting Postal Ballot Notice dated February 13, 2026 ("Notice") for seeking approval of the Members of the Company on the resolution as set out in the Notice by way of remote e-voting process.

In respect of above, the Remote e-voting period commenced on Wednesday, March 11, 2026 (9 a.m. IST) and ended on Thursday, April 09, 2026 (5.00 p.m. IST)

The resolution placed through Postal Ballot has been passed by the Members with the requisite majority and deemed as passed on the last date of e-voting i.e. Thursday, April 09, 2026.

In this connection, please find enclosed herewith:

1. Voting Results in the format prescribed pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed as "**Annexure-I**"; and
2. The Scrutinizer's Report dated April 13, 2026, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 enclosed as "**Annexure-II**".

The Voting Results are also being placed on the website of the Company: www.vlsfinance.com.

This is for your information and records.

Thanking You
for VLS Finance Limited

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

Scrip Code:
VLSFINANCE

032019

VLS Finance Limited
CIN: L65910DL1986PLC023129

Voting Results of the Postal Ballot Notice dated February 13, 2026 through remote e-voting as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Scrip code: VLSFINANCE (NSE)

Scrip code: 511333 (BSE)

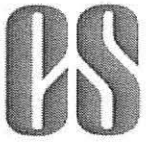
Scrip code: 032019 (CSE)

Record Date	27/02/2026
Total number of shareholders on record date	24722
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable -- --
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable -- --
No. of Resolutions passed through Postal Ballot	1

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

Resolution required: (Ordinary/Special)			1. Revision in remuneration structure of Shri Keshav Tandan (DIN:10450801) – Executive Director 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	Result
Promoter and Promoter Group	E-Voting	17691836	13793806.00	77.97	13793806.00	0.00	100.00	0.00	Passed as Ordinary Resolution
	Poll/ Evoting at AGM			N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot (if applicable)			N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		13793806.00	77.97	13793806.00	0.00	100.00	0.00	
Public- Institutions	E-Voting	443942	409601.00	92.26	409601.00	0.00	100.00	0.00	
	Poll/ Evoting at AGM			N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot (if applicable)			N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		409601.00	92.26	409601.00	0.00	100.00	0.00	
Public- Non Institutions	E-Voting	13242885	23493.00	0.18	20844.00	2649.00	88.72	11.28	
	Poll/ Evoting at AGM			N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot (if applicable)			N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		23493.00	0.18	20844.00	2649.00	88.72	11.28	
Total		31378663	14226900.00	45.34	14224251.00	2649.00	99.98	0.02	





REPORT OF THE SCRUTINIZER

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

April 13, 2026

The Chairman,
VLS Finance Limited,
(CIN: L65910DL1986PLC023129)
Regd. Off: Ground Floor, 90, Okhla Industrial Estate, Phase-III,
New Delhi - 110 020

Subject: Scrutinizer's Report on voting through e-voting for Postal Ballot in terms of Section 110 read with Section 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Ashutosh Aggarwal, practicing Company Secretary have been appointed by the Board of VLS Finance Limited (“the Company”) vide resolution passed in its meeting held on 13/02/2026 as the Scrutinizer for the purpose of scrutinizing the e-voting/postal ballot process in a fair and transparent manner in respect of resolution mentioned in the notice of Postal Ballot dated 13/02/2026 pursuant to provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “listing regulations”), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 9/2023 dated 25th September, 2023, 09/2024 dated September 19, 2024 and 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (‘MCA Circulars’), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to submit a report to the Company on the following resolutions forming part of the Notice:

Resolution No.	Resolution Type	Description
1	Ordinary Resolution	Revision in remuneration structure of Shri Keshav Tandan (DIN:10450801) – Executive Director of the Company.





In connection with the above referred matter, I submit my report as under:

1. In compliance with above referred MCA Circulars, the Postal Ballot Notice along with Explanatory Statement under Section 102 of the Act setting out all material facts in respect of the resolution mentioned therein was sent only by electronic mode ("**Email**") to all its Members who have registered their email addresses with the Depository Participants (DPs) or RCMC Share Registry Private Limited (Company's Registrar and Share Transfer Agent) and whose names appear in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on 27/02/2026 "the Cut-off Date". A copy of the Postal Ballot Notice in pdf format was uploaded on the website of the Company (www.vlsfinance.com), NSDL e-voting website i.e. (www.evoting.nsdl.com) and submitted in time for dissemination at the relevant sections of the website of the stock exchanges on which the shares of the Company are listed i.e. National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Limited at www.nseindia.com, www.bseindia.com and www.cse-india.com respectively by the Company.
2. The Company completed the dispatch of notice by e-mail on 10/03/2026. In accordance with MCA Circulars, the physical copies of the Postal Ballot Notice, alongwith Postal Ballot forms and pre-paid business envelope were not required to be sent to any Member. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting only. The Company was, therefore, not required to provide the facility of voting through physical Postal Ballot.
3. The Company had published advertisement in Financial Express (English) and Jansatta (Hindi) on Wednesday, 11th March, 2026 regarding completion of dispatch of Notice and also specifying therein the matters prescribed in the Rules with regard to remote e-voting.

Management's Responsibility

4. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, Rules made thereunder, Circulars issued by MCA and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

5. My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "**For**" or "**Against**" by the members in respect of the resolution contained in the Notice. My report is based on verification of data and reports generated from the e-voting system provided by NSDL, the agency authorised under the Rules and engaged by the Company to provide e-voting facility till the time fixed for closing of the e-voting process i.e. till 5 p.m. on Thursday 09th April, 2026 by NSDL and necessary papers/documents furnished to me by the Company and the Registrar and Share Transfer Agent of the Company.





Cut-off-Date

6. The Voting rights were reckoned on the paid-up value of shares registered in the name of the member as on Friday, 27th February 2026, the cut-off date for votes on the resolutions by remote e-voting on resolutions set out in the Notice.

7. Remote e-voting- process

- (a) The Company had availed the e-voting facility offered by the NSDL to provide remote e-voting facility through www.evoting.nsdl.com.
- (b) The members of the Company holding shares as on the cut-off date were entitled to vote on the resolutions as contained in the Notice and have voted through e-voting facility only as per the MCA circulars. Members have casted their votes on the designated platform www.evoting.nsdl.com.
- (c) The voting period for e-voting commenced on Wednesday, March 11, 2026 (9 a.m. IST) and ended on Thursday, April 09, 2026 (5.00 p.m. IST) both days inclusive for the purpose of postal ballot.
- (d) All the data of remote e-voting i.e. the vote casted in e-voting alongwith the list of shareholders who voted “For” and “Against” on the resolutions were derived from reports generated from e-voting platform provided by the NSDL in respect of voting through remote e-voting.
- (e) The votes of remote e-voting were unblocked by me by accessing the data downloaded by me from website www.evoting.nsdl.com of NSDL. The votes were unblocked by me at 04:07 p.m. on Friday, 10th April, 2026 in the presence of two witnesses, namely Mr. Yogesh Kumar Ray S/o Late Shri R. M. Ray, R/o B/1/5, New Ashok Nagar, Delhi-110096 and Mr. Ashwani Mehta, S/o Late Shri M. D. Mehta, R/o. 12-D, Gali No. 20, Molar Band Extn., Badarpur, New Delhi-110044 who are not in the employment of the Company and they have witnessed in confirmation of the e-votes being unblocked.
- (f) All votes cast through remote e-voting up to **Thursday, 09th April, 2026** till 05:00 P.M.(IST) i.e. the last date and time fixed by the Company for postal ballot process has been considered for the purpose of this report.
8. The summary of the votes of the postal ballot in respect of all the resolutions proposed in the postal ballot notice dated 13/02/2026 conducted through remote e-voting is annexed herewith. There were no invalid or defective votes.
9. The resolution proposed in the Notice of Postal Ballot has secured assent (approval) by requisite majority in accordance with provisions of Companies Act, 2013.







Notes:

- (i) Aforesaid resolution contained in the Notice is passed with the requisite majority by the Members of the Company as specified under Companies Act, 2013.
- (ii) The figures in percentage have been rounded off to 2 decimal points.
- (iii) The electronic data and other relevant records relating to remote e-voting are under my safe custody and will be handed over to Shri H. Consul- Company Secretary and Compliance Officer for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.

10. Restriction on use

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company (iii) placing on website of NSDL and (iv) any other Statutory Authorities. This report is not to be used for any other purpose or to be distributed by the Company to any other parties without my written consent. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,
Yours Sincerely,



Ashutosh Aggarwal
A Aggarwal and Associates
Company Secretaries
ACS 9972 CP No. 7467
P.R. CERTIFICATE NO. 7666/2026
UDIN: A009972H000075752

Place: New Delhi
Date: April 13, 2026

VLS Finance Limited
CIN: L65910DL1986PLC023129

Voting Results of the Postal Ballot Notice dated February 13, 2026 through remote e-voting as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Scrip code: VLSFINANCE (NSE)

Scrip code: 511333 (BSE)

Scrip code: 032019 (CSE)

Record Date	27/02/2026
Total number of shareholders on record date	24722
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	--
Public:	--
No. of shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group:	--
Public:	--
No. of Resolutions passed through Postal Ballot	1

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

Resolution required: (Ordinary/Special)			1. Revision in remuneration structure of Shri Keshav Tandan (DIN:10450801) – Executive Director 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
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	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
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Public- Institutions	E-Voting	443942	409601.00	92.26	409601.00	0.00	100.00	0.00
	Poll/ Evoting at AGM		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
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