VLS FINANCE LTD.
2nd Floor, 13, Sant Nagar,
East of Kailash,
New Delhi - 110 065, India
Tel. : + 91 -11-46656666
Fax : + 91 -11-46656699
E-mail : vls@vsnl.com
Web : www.vlsfinance.com
CIN : L65910DL1986PLC023129

September 28, 2015

LISTING DEPARTMENT
BSE LIMITED
PHIROZE JEEJEEBHOY TOWERS
DALAL STREET
MUMBAI - 400 001

Dear Sir,

In terms of Section 108 of Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014, please find enclosed certified true copy of the scrutinizer's consolidated report on e-voting, voting by post and poll conducted at the 28th Annual General Meeting of the Company held on Thursday, the 24th day of September, 2015 at 3.30 p.m. at The Auditorium, Sri Sathya Sai International Centre, Institutional Area, Lodhi Road, Pragati Vihar, New Delhi-110003.

Kindly acknowledge the receipt.

Thanking you,
For VLS Finance Ltd.

S. K. Agarwal
Managing Director

Encl: As above.

Copy to:

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

2. The Madras Stock Exchange Ltd., Exchange Building, Post Box No.183, New No: 30, (old no:11), Second Line Beach, Chennai-600 001.

3. The National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai-400051.

V. B. Aggarwal

B Com (Hons), FICWA, ACS
COMPANY SECRETARY
C P No 1583

7223, DLF Phase IV
GURGAON-122009
Phone 9810530637
0124-3298398

Date

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

September 25, 2015

To,
The Chairman of the 28th Annual General Meeting
M/s. 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 28th Annual General Meeting of VLS Finance Limited held on Thursday, 24th day of September, 2015 at 3:30 p.m., electronic voting and voting by post on agenda items of said Annual General Meeting.

1. I, V. B. Agarwal, Practicing Company Secretary, had been appointed as the Scrutinizer for conducting the scrutiny of voting by 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 clause 35B of Listing Agreement, by the Board of Directors of VLS Finance Limited vide its resolution dated 11/08/2015.

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 Sunday, 20th September, 2015 till 5.00 p.m. on Wednesday, 23rd September, 2015. E-voting was disabled by NSDL at 5.00 p.m. on 23rd September, 2015.

3. Voting rights was reckoned on the paid-up value of shares registered in the name of the Member as on Wednesday, 16th September, 2015, the cutoff date for votes on the resolutions either by e-voting, post or poll.

4. The e-voting results were unblocked on September 24, 2015 around 6:30 P.M. in the presence of two witnesses. For further details kindly refer to Scrutinizer's Report (for e-voting) dated September 25, 2015.

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For VLS FINANCE LIMITED
Managing Director

5. As the Chairman of the 28th Annual General Meeting (AGM) held on Thursday, September 24, 2015 at the Auditorium, Sri Sathya Sai International Centre, Institutional Area, Lodhi Road, Pragati Vihar, New Delhi-110003 you had 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 August 11, 2015. The poll was called for at the said Annual 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 September 25, 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 28th Annual General Meeting stand passed 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, at poll and voting by post. I shall arrange to handover these records to you or person authorised by the Company upon receipt of copy of authenticated minutes of said Annual General Meeting.

Thanking you,

Yours faithfully,

V. B. Aggarwal
C. P. No. 1583

Place: Gurgaon
Date : September 25, 2015

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For VLS FINANCE LIMITED

Director

The combined result of E-voting and Poll is as under:

Resolution Numbers (Item Nos.)	Particulars	Total number of vote cast	Voted in Favour of the Resolution		Voted in Against the Resolution		Invalid Votes		Result
			Numbers of votes cast by the Members	% of total Number of Valid votes cast	Numbers of votes cast by the Members	% of total Number of Valid votes cast	Numbers of votes cast by the Members	% of total Number of invalid votes cast	
Item :01									
Ordinary Resolution Adoption of Audited annual Financial Statements for the F. Y. 2014-2015.	E-Voting	16740577	16283942	97.4209	3	2.5761	0	0.0030	Passed as Ordinary Resolution
	Voting by post		2000		0		0		
	Poll		22871		431254		507		
	Total		16308813		431257		507		
Item :02									
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.	E-Voting	16739977	16280042	99.9737	3903	0.0233	0	0.0030	Passed as Ordinary Resolution
	Voting by post		1400		0		0		
	Poll		454125		0		507		
	Total		16735567		3903		507		
Item :03									
Ordinary Resolution To appoint the Auditors and to fix their remuneration.	E-Voting	16737177	16279042	97.4078	2103	2.5892	0	0.0030	Passed as Ordinary Resolution
	Voting by post		1400		0		0		
	Poll		22871		431254		507		
	Total		16303313		433357		507		
Item :04									
Ordinary Resolution Appointment of Dr. (Mrs.) Neeraj Arora (DIN: 07191167) as Director.	E-Voting	16739977	16281842	99.9844	2103	0.0126	0	0.0030	Passed as Ordinary Resolution
	Voting by post		1400		0		0		
	Poll		454125		0		507		
	Total		16737367		2103		507		

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For VLS FINANCE LIMITED

Managing Director

Resolution Numbers (Item Nos.)	Particulars	Total number of vote cast	Voted in Favour of the Resolution		Voted in Against the Resolution		Invalid Votes		Result
			Numbers of votes cast by the Members	% of total Number of Valid votes cast	Numbers of votes cast by the Members	% of total Number of Valid votes cast	Numbers of votes cast by the Members	% of total Number of invalid votes cast	
Item :05 **Ordinary Resolution** To approve the related party transaction of the Company for using office premises by VLS Securities Ltd. (Subsidiary) in Mumbai for opening its branch office.	E-Voting	16739977	16281842	99.9844	2103	0.0126	0	0.0030	Passed as Ordinary Resolution
	Voting by post		1400		0		0		
	Poll		454125		0		507		
	Total		16737367		2103		507		
Item :06 **Ordinary Resolution** Approval for investment in Limited Liability Partnership (LLP) to be formed with related parties.	E-Voting	16737977	2945604	17.7314	2103	2.5891	13336238	79.6796	Passed as Ordinary Resolution
	Voting by post		1400		0		0		
	Poll		20871		431254		507		
	Total		2967875		433357		13336745		

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For VLS FINANCE LIMITED
Managing Director