

*V. B. Aggarwal*

B.Com (Hons), FICWA, ACS  
COMPANY SECRETARY  
C.P. No. 1583  
PAN: AACPA1845F

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

Date.....

The Board of Directors  
VLS Finance Ltd.  
2<sup>nd</sup> Floor, 13, Sant Nagar,  
East of Kailash,  
New Delhi- 110065

Date: 05.10.2014

**Sub: Report on passing of resolution through Postal Ballot including e-voting.**

1. I, V. B. Aggarwal, Practicing Company Secretary, had been appointed as the Scrutinizer for conducting the scrutiny of votes cast through postal ballot and e-voting pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 by the Board of Directors of VLS Finance Limited vide its resolution dated 11/08/2014 in respect of approval of following item as a **special resolution** in the notice dated 11.08.2014 to the members of the company:
  - **To approve mortgage/creation of charge on assets of Company to secure its borrowing upto Rs.500 crores.**
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, September 19, 2014 to 6.00 p.m. on Sunday, September 21, 2014. The e-voting results were unblocked on September 22, 2014 around 1:30 p.m. in the presence of two witnesses. For further details kindly refer Annexure - II of Scrutinizer's Report (for e-voting) dated September 24, 2014.
3. The date of commencement of voting through Postal Ballot as per Section 110 of the Companies Act, 2013 was 31/08/2014 and the 30 days time as prescribed under the said regulations ended on 29/09/2014.
4. The ballot papers were diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The result of postal ballot and the combined result of e-voting together with that of postal ballot is attached as Annexure – I and II respectively, to this report.
6. The subjected Resolution No. 5 stands passed as Special resolution in accordance with provisions of Companies Act, 2013 as per the combined results.

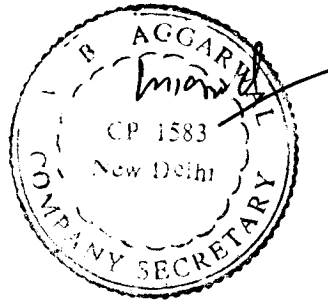


I hereby confirm that I am maintaining the Registers received from service provider both electronically and manually in respect of votes cast through E-voting and shall arrange to handover these records to you or person authorised by the Company upon receipt of authenticated copy of relevant minutes. The records relating to Postal Ballot have been handed over to the Company Secretary on 05/10/2014.

*Manoj*

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

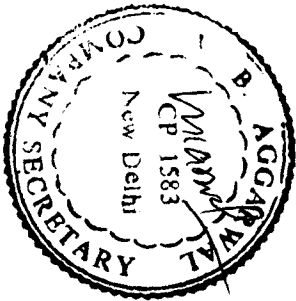
Place: Gurgaon  
Dated : October 5, 2014



ANNEXURE - I

Resolution-5  
To approve mortgage/creation of charge on assets of Company to secure its borrowing upto Rs. 500 crores as Special Resolution. (Through postal ballot)

Total Number of Members Exercising vote by postal ballot	Total number of vote cast	(i) Voted in favour of the resolution:			(ii) Voted against the resolution:			(iii) Invalid votes:		
		Number of Members Exercising vote by postal ballot	Number of votes cast by them	% of total valid votes cast	Number of Members Exercising vote by them	Number of votes cast	% of total valid votes cast	Number of Members Exercising vote by postal ballot	Number of votes cast by them	% of total invalid votes cast
17	14858388	16	14857788	99.9960	0	0	0	1	600	0.0040



Annexure to Scrutinizer Report on postal ballot:

Resolution Number (Item No.)	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	
<b>Item :05</b>									
<b>Special Resolution through Postal Ballot</b>									
To approve mortgage/ creation of charge on assets of Company to secure its borrowing upto Rs.500 crores.	E-Voting	14865371	6283	99.9913	700	0.0047	0	0.0040	Passed as Special Resolution
	Postal Ballot		14857788		0		600		
	<b>Total</b>		<b>14864071</b>		<b>700</b>		<b>600</b>		

