

V. B. Aggarwal

B.Com (Hons), FICWA, ACS
COMPANY SECRETARY
C.P. No. 1583
PAN: AACFA 745 P

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

Date.....

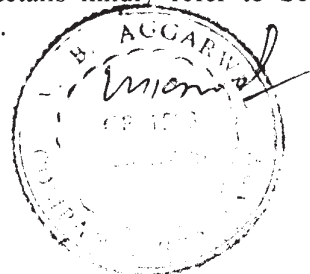
REPORT OF SCRUTINIZER
[Combined Report of E-voting, voting by Post & Poll]

To,
The Chairman of the 29th 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 29th Annual General Meeting of VLS Finance Limited held on Thursday, 15th day of September, 2016 at 3:30 p.m., electronic voting and voting by post on agenda items of said Annual General Meeting.

1. I, V. B. Aggarwal, 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, by the Board of Directors of VLS Finance Limited vide its resolution dated 28/05/2016.
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 Monday, 12th September, 2016 till 5.00 P.M. on Wednesday, 14th September, 2016. E-voting was disabled by NSDL at 5.00 P.M. on 14th September, 2016.
3. Voting rights were reckoned on the paid-up value of shares registered in the name of the Member as on Wednesday, 7th September, 2016, the cutoff date for votes on the resolutions either by e-voting, post or poll.
4. The e-voting results were unblocked on September 15, 2016 around 5:45 P.M. in the presence of two witnesses. For further details kindly refer to Scrutinizer's Report (for e-voting) dated September 16, 2016.



5. As the Chairman of the 29th Annual General Meeting (AGM) held on Thursday, September 15, 2016 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 July 29, 2016. 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 16, 2016.
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 29th Annual General Meeting stand passed in accordance with provisions of Companies Act, 2013 as per combined results.

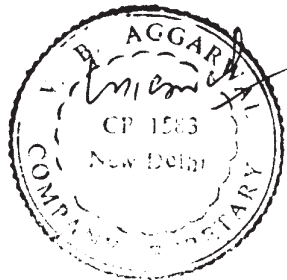
I hereby confirm that I am maintaining the Registers received from service provider both electronically and manually in respect of votes cast through E-voting, at poll and voting by post. I shall arrange to handover these records to you or person authorised by the Company upon receipt of copy of authenticated minutes of said Annual General Meeting.

Thanking you,

Yours faithfully,



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



Place: Gurgaon

Date : September 16, 2016

**Annexure to scrutinizer Report on Combined Results
Voting Results**

**VLS Finance Limited
CIN:L65910DL1986PLC023129**

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

Date of AGM/EGM	15-09-2016
Total number of shareholders on record date	22678
No. of shareholders present in the meeting either in person or through proxy:	48
Promoters and Promoter Group:	0
Public:	48
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, 2016, 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	16656232	94.80	16656232	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.
	Total		17570123	16656232	94.80	16656232	0	100.00
Public- Institutions	E-Voting	9900	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.
	Total		9900	0	0.00	0	0	0.00
Public- Non Institutions	E-Voting	21081994	10845	0.05	10844	1	99.99	0.01
	Poll		68628	0.33	68616	12	99.98	0.02
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		21081994	79473	0.38	79460	13	99.98
Total		38662017	16735705	95.18	16735692	13	99.9999	0.0001

§ Includes 3 members who voted through ballot by post for 1500 equity shares in aggregate.

Page 1/4

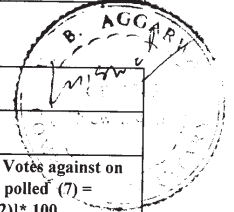


Resolution required: (Ordinary/Special)			2. To appoint a Director in place of Shri K. K. Soni (DIN: 00106037) who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	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	16656232	94.80	16656232	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.
	Total	17570123	16656232	94.80	16656232	0	100.00	0.00
Public- Institutions	E-Voting	9900	0	0.00	0.00	0.00	0.00	0.00
	Poll		0	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	9900	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	21081994	8045	0.04	8044	1	99.99	0.01
	Poll		68628	0.33	68616	12	99.98	0.02
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	21081994	76673	0.36	76660	13	99.98	0.02
Total		38662017	16732905	43.28	16732892	13	99.9999	0.0001

§ Includes 3 members who voted through ballot by post for 1500 equity shares in aggregate.

Resolution required: (Ordinary/Special)			3. 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	16656232	94.80	16656232	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total	17570123	16656232	94.80	16656232	0	100.00	0.00
Public- Institutions	E-Voting	9900	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.
	Total	9900	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	21081994	8045	0.04	8044	1	99.99	0.01
	Poll		68628	0.33	68616	12	99.98	0.02
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	21081994	76673	0.36	76660	13	99.98	0.02
Total		38662017	16732905	43.28	16732892	13	99.9999	0.0001

§ Includes 3 members who voted through ballot by post for 1500 equity shares in aggregate.

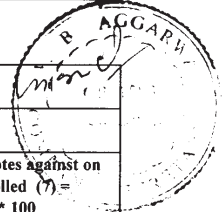


Resolution required: (Ordinary/Special)			4. To approve appointment of Shri S. K. Agarwal (DIN: 00106763) as Managing Director.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled 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	17570123	16656232	94.80	16656232	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.
	Total	17570123	16656232	94.80	16656232	0	100.00	0.00
Public- Institutions	E-Voting	9900	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.
	Total	9900	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	21081994	8045	0.04	8044	1	99.99	0.01
	Poll \$		68628	0.33	68616	12	99.98	0.02
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	21081994	76673	0.36	76660	13	99.98	0.02
Total		38662017	16732905	43.28	16732892	13	99.9999	0.0001

§ Includes 3 members who voted through ballot by post for 1500 equity shares in aggregate.

Resolution required: (Ordinary/Special)			5. To approve appointment of Shri R. Bandyopadhyay (DIN: 01122778) as Independent 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	17570123	16656232	94.80	16656232	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.
	Total	17570123	16656232	94.80	16656232	0	100.00	0.00
Public- Institutions	E-Voting	9900	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.
	Total	9900	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	21081994	8045	0.04	8044	1	99.99	0.01
	Poll \$		68628	0.33	68616	12	99.98	0.02
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	21081994	76673	0.36	76660	13	99.98	0.02
Total		38662017	16732905	43.28	16732892	13	99.9999	0.0001

§ Includes 3 members who voted through ballot by post for 1500 equity shares in aggregate.



Resolution required: (Ordinary/Special)			6. To approve appointment of Shri D. K. Mehrotra (DIN: 00142711) as Independent 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	17570123	16656232	94.80	16656232	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.
	Total		17570123	16656232	94.80	16656232	0	100.00
Public-Institutions	E-Voting	9900	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.
	Total		9900	0	0.00	0	0	0.00
Public- Non Institutions	E-Voting	21081994	10345	0.05	10144	201	98.06	1.94
	Poll		68628	0.33	68616	12	99.98	0.02
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		21081994	78973	0.37	78760	213	99.73
Total		38662017	16735205	43.29	16734992	213	99.9987	0.0013

§ Includes 3 members who voted through ballot by post for 1500 equity shares in aggregate.

Resolution required: (Ordinary/Special)			7. To approve appointment of Shri Vikas Mehrotra (DIN: 06476150) 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	16656232	94.80	16656232	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.
	Total		17570123	16656232	94.80	16656232	0	100.00
Public-Institutions	E-Voting	9900	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.
	Total		9900	0	0.00	0	0	0.00
Public- Non Institutions	E-Voting	21081994	10845	0.05	10644	201	98.15	1.85
	Poll		68628	0.33	68616	12	99.98	0.02
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		21081994	79473	0.38	79260	213	99.73
Total		38662017	16735705	43.29	16735492	213	99.9987	0.0013

§ Includes 3 members who voted through ballot by post for 1500 equity shares in aggregate.

