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

October 3, 2023

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

#### Scrip Code: 511333 Sub: Voting Results in respect of the 36<sup>th</sup> Annual General Meeting of the Company.

Dear Sir/Madam,

This is to inform you that 36<sup>th</sup> Annual General Meeting ('AGM') of the Company was held on Friday, 29<sup>th</sup> September, 2023 at 3:30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and the business mentioned in the Notice dated 10/08/2023 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 30, 2023, 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

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

Encl: a.a.

- Copy to: 1) The National Stock Exchange of India Ltd., Exchange <u>Scrip Code:</u> Plaza, 5<sup>th</sup> Floor Plot No. C/1, G-Block, Bandra Kurla <u>VLSFINANCE</u> Complex, Bandra (E), Mumbai-400051
  - The Calcutta Stock Exchange Association. Ltd., 032019
    7, Lyons Range, Kolkata- 700 001

#### VLS Finance Limited CIN: L65910DL1986PLC023129

## Combined Result of voting in 36th Annual General Meeting held on Friday, 29th September, 2023 at 3:30 p.m. through Video Conference.

Scrip code: VLSFINANCE (NSE)

Scrip code: 511333 (BSE)

Scrip code: 032019 (CSE)

Date of AGM/ <del>EGM</del>	29/09/2023
Total number of shareholders on record date	27209
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of shareholders attended the meeting through Video Conferencing:	71
Promoters and Promoter Group:	4 including 2 Corporate Member through Authorised Representative
Public:	67 including 5 Corporate Members through Authorised Representative

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

Resolution req	uired: (Ordinary/ <del>Special)</del>			onsider and adopt the 23, together with the re				any for the financial year	
Whether prom agenda/resolut	oter/promoter group are inter ion?	ested in the	No						
- · · · · · · · · · · · · · · · · · · ·		1/45	No. of votes polled	2284-0202120 82 100000030C1000030020101231170002800	No. of Votes -	No. of Votes -	% of Votes in favour on		
		(1)	(2)		in favour (4)	against (5)		votes polled (7) = [(5)/(2)]* 100	Result
Promoter and	E-Voting		16292162	92.0881	16292162	0	100.0000	0.0000	
Promoter	<b>Poll/ Evoting at AGM</b>	17691936	0	0.0000	0	0	0.0000	0.0000	
Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	17691936	16292162	92.0881	16292162	0	100.0000	0.0000	
Public-	E-Voting		130392	89.7386	130392	0	100.0000		
Institutions	Poll/ Evoting at AGM	145302	0	0.0000		0	0.0000	0.0000	Passed as
	Postal Ballot (if applicable)		N.A.	N.A.		N.A.	N.A.	N.A.	Ordinary
	Total	145302	130392	89.7386	130392	0	100.0000	0.0000	Resolution
and among larges	E-Voting		548021	3.2315	547381	640	99.8832	0.1168	
Institutions	Poll/ Evoting at AGM	16958754	103993	0.6132	103992	1	99.9990	0.0010	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	16958754	652014	3.8447	651373	641	99.9017	0.0983	
	Total	34795992	17074568	49.0705	17073927	641	99.9962	0.0038	

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Resolution req	uired: (Ordinary/ <del>Special)</del>						tements of the Company	for the financial year	
Whether prom agenda/resolut	oter/promoter group are inter ion?	ested in the	No	23, together with the Ro	eport of Auditor	s thereon.			
	Mode of Voting	No. of shares held	No. of votes polled	o. of votes polled % of Votes Polled on No. of Votes - No. of Votes - % of Votes in favour on % of Votes again					
		(1)	(2)	outstanding shares	in favour	against (5)	votes polled (6)	votes polled (7) =	Result
				(3) = [(2)/(1)] * 100	(4)		= [(4)/(2)]* 100	[(5)/(2)]* 100	
Promoter and	E-Voting		16292162	92.0881	16292162	0	100.0000	0.0000	
Promoter	Poll/ Evoting at AGM	17691936	0	0.0000	0	0	0.0000	0.0000	
Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	17691936	16292162	92.0881	16292162	0	100.0000	0.0000	
Public-	E-Voting		130392	89.7386	130392	0	100.0000	0.0000	
Institutions	Poll/ Evoting at AGM	145302	0	0.0000	0	0	0.0000	0.0000	Passed as
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	Ordinary
	Total	145302	130392	89.7386	130392	0	100.0000	0.0000	Resolution
Public- Non	E-Voting		548021	3.2315	547381	640	99.8832	0.1168	
Institutions	Poll/ Evoting at AGM	16958754	103993	0.6132	103992	1	99.9990	0.0010	
	Postal Ballot (if applicable)	]	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	16958754	652014	3.8447	651373	641	99.9017	0.0983	
	Total	34795992	17074568	49.0705	17073927	641	99.9962	0.0038	

Resolution req	uired: (Ordinary/ <del>Special)</del>		2. To approve div	idend of Rs.1.50 per equ	iity share.						
Whether prom agenda/resolut	noter/promoter group are inter tion?	ested in the	No	lo							
Category	egory Mode of Voting No. of shares he (1)		(2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)		% of Votes against on votes polled (7) = [(5)/(2)]* 100	Result		
Promoter and Promoter	E-Voting Poll/ Evoting at AGM	17691936	16292162 0	92.0881	16292162	0	100.0000	0.0000			
Group	Postal Ballot (if applicable) Total	17691936	N.A. 16292162	N.A. 92.0881	N.A. 16292162	N.A.	N.A. 100.0000	N.A.			
Public- Institutions	E-Voting	145302	130392	89.7386	130392	0	0.7637	0.0000	Derester		
Institutions	Poll/ Evoting at AGM Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	0.0000 N.A.	0.0000 N.A.	Passed as Ordinary		
Public- Non	Total E-Voting	145302	130392 548021	89.7386 3.2315		0 640	0.7637 99.8832	0.0000	Resolution		
Institutions	Poll/ Evoting at AGM Postal Ballot (if applicable)	16958754	103993 N.A.	0.6132 N.A.	103992 N.A.	1 N.A.	99.9990 N.A.	0.0010 N.A.			
	Total	16958754 34795992	652014 17074568	3.8447 49.0705	651373	641	99.9017 99.9962	0.0983			

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<b>Resolution</b> req	uired: (Ordinary/ Special)		3. To appoint a D	irector in place of Shri S	Suresh Kumar A	garwal (DIN: 00	106763) who retires by r	otation and being eligible,	
			offers himself for r				· ·		
Whether prom	oter/promoter group are inter	ested in the	No						
agenda/resolut	tion?								
Category	Mode of Voting	No. of shares held	No. of votes polled	o. of votes polled % of Votes Polled on No. of Votes - No. of Votes - % of Votes in favour on % of Votes aga					
	(1)		(2)	outstanding shares	in favour	against (5)		votes polled $(7) =$	Result
				(3) = [(2)/(1)] * 100	(4)		= [(4)/(2)] * 100	[(5)/(2)]* 100	
Promoter and	E-Voting		16292162	92.0881	16292162	0	100.0000	0.0000	
Promoter	<b>Poll/ Evoting at AGM</b>	17691936	0	0.0000	0	0	0.0000	0.0000	
Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	17691936	16292162	92.0881	16292162	0	100.0000	0.0000	
Public-	E-Voting		130392	89.7386	130392	0	100.0000	0.0000	
Institutions	Poll/ Evoting at AGM	145302	0	0.0000	0	0	0.0000	0.0000	Passed as
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	Ordinary
	Total	145302	130392	89.7386	130392	0	100.0000		Resolution
Public- Non	E-Voting		548021	3.2315	547281	740	99.8650	0.1350	
Institutions	Poll/ Evoting at AGM	16958754	103993	0.6132	103992	1	99.9990		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	16958754	652014	3.8447	651273	741	99.8864		
	Total	34795992	17074568	49.0705	17073827	741	99.9957	0.0043	

Resolution req	uired: (Ordinary/ <del>Special)</del>		4. To approve the	appointment of Shri An	oop Mishra (DII	N: 02849054) as :	an Independent Director	of the Company.	
Whether prom agenda/resolut	noter/promoter group are inter tion?	rested in the	No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour on	% of Votes against on	
		(1)	(2)	outstanding shares	in favour	against (5)	votes polled (6)	votes polled (7) =	Result
				(3) = [(2)/(1)] * 100	(4)		= [(4)/(2)]* 100	[(5)/(2)]* 100	
Promoter and	E-Voting		16292162	92.0881	16292162	0	100.0000	0.0000	
Promoter	Poll/ Evoting at AGM	17691936	0	0.0000	0	0	0.0000	0.0000	
Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	17691936	16292162	92.0881	16292162	0	100.0000	0.0000	
Public-	E-Voting		130392	89.7386	130392	0	100.0000	0.0000	
Institutions	Poll/ Evoting at AGM	145302	0	0.0000	0	0	0.0000	0.0000	Passed as
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	Ordinary
	Total	145302	130392	89.7386	130392	0	100.0000	0.0000	Resolution
Public- Non	E-Voting	16958754	548021	3.2315	547081	940	99.8285	0.1715	
Institutions	Poll/ Evoting at AGM	10750754	103993	0.2989	103992	1	99.9990	0.0010	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	16958754	652014	3.8447	651073	941	99.8557	0.1443	
	Total	34795992	17074568	49.0705	17073627	941	99.9945	0.0055	

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Resolution req	uired: <del>(Ordinary/</del> Special)		5. To approve the a	appointment of Shri Ado	esh Kumar Jain	(DIN: 00512969)	as an Independent Direc	tor of the Company.	
	hether promoter/promoter group are interested in the genda/resolution?								
Category	Mode of Voting	(4)	(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	votes polled	Result
Promoter and Promoter	E-Voting Poll/ Evoting at AGM	17691936	16292162	92.0881	16292162	0	100.0000	(7) = [(5)/(2)]* 100 0.0000	
Group	Postal Ballot (if applicable)	17091930	N.A.	0.0000 N.A.	N.A.	0 N.A.	0.0000 N.A.	0.0000 N.A.	
	Total	17691936	16292162	92.0881	16292162	0	100.0000	0.0000	
	E-Voting		130392	89.7386	130392	0	100.0000	0.0000	
Institutions	Poll/ Evoting at AGM	145302	0	0.0000	0	0	0.0000	0.0000	Passed as
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	Special
	Total	145302	130392	89.7386	130392	0	100.0000	0.0000	Resolution
	E-Voting		548021	3.2315	547081	940	99.8285	0.1715	
Institutions	Poll/ Evoting at AGM	16958754	103993	0.2989	103992	1	99.9990		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	16958754	652014	3.8447	651073	941	99.8557	0.1443	
	Total	34795992	17074568	49.07	17073627	941	99.9945	0.0055	

Resolution req	quired: (Ordinary/Special)		6. To approve the	re-appointment of Shri	Mahesh Prasad	Mehrotra (DIN	: 00016768) as the Whole	e-time Director designated	
			as Executive Vice -	Chairman.		· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·	and an and a stangaster	
Whether prom agenda/resolut	noter/promoter group are inter tion?	rested in the	No						
Category	Mode of Voting	No. of shares held	No. of votes polled	No. of votes polled % of Votes Polled on No. of Votes - No. of Votes - % of Votes in favour on % of Votes a				% of Votes against on	
			(2)	outstanding shares	in favour	against (5)	votes polled (6)	votes polled	Result
				(3) = [(2)/(1)] * 100	(4)			(7) = [(5)/(2)] * 100	
Promoter and	0		16292162	92.0881	16292162	0	100.0000	0.0000	
Promoter	Poll/ Evoting at AGM	17691936	0	0.0000	0	0	0.0000	0.0000	
Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	17691936	16292162	92.0881	16292162	0	100.0000	0.0000	
Public-	E-Voting		130392	89.7386	0	130392	0.0000	100.0000	
Institutions	<b>Poll/ Evoting at AGM</b>	145302	0	0.0000	0	0	0.0000		Passed as
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	Special
	Total	145302	130392	89.7386	0	130392	0.0000		Resolution
Public- Non	E-Voting		547921	3.2309	547081	840	99.8467	0.1533	
Institutions	Poll/ Evoting at AGM	16958754	103993	0.2989	103992	1	99.9990		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	16958754	651914	3.8441	651073	841	99.8710	0.1290	
	Total	34795992	17074468	49.07	16943235	131233	99.2314		

CERTIFIC COPY For VLSD 10 COPY 202 Company Secretary

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<b>Resolution req</b>	uired: (Ordinary/Special)		7. To approve rev	vision in remuneration	of Shri Suresh	Kumar Agarw	al (DIN: 00106763) - N	Ianaging Director of the	
			Company.						
Whether prom	oter/promoter group are inter	ested in the	No						
agenda/resolut	tion?								
Category	Mode of Voting	No. of shares held	No. of votes polled	o. of votes polled % of Votes Polled on No. of Votes - No. of Votes - % of Votes in favour on % of Votes a				% of Votes against on	
			(2)	outstanding shares	in favour			votes polled	Result
				(3) = [(2)/(1)] * 100	(4)			(7) = [(5)/(2)] * 100	
Promoter and	Q		16292162	92.0881	16292162	0	100.0000		
Promoter	Poll/ Evoting at AGM	17691936	0	0.0000	0	0	0.0000	0.0000	
Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	17691936	16292162	92.0881	16292162	0	100.0000	0.0000	
Public-	E-Voting		130392	89.7386	130392	0	100.0000		
Institutions	Poll/ Evoting at AGM	145302	0	0.0000	0	0	0.0000		Passed as
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	Special
	Total	145302	130392	89.7386	130392	0	100.0000	and the second	
Public- Non	E-Voting		548021	3.2315	547069	952	99.8263	0.1737	
Institutions	Poll/ Evoting at AGM	16958754	103993	0.2989	103992	1	99.9990		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	16958754	652014	3.8447	651061	953	99.8538		
	Total	34795992	17074568	49.07	17073615	953	99.9944	0.0056	

<b>Resolution</b> req	uired: <del>(Ordinary/</del> Special)		8. To approve rev	ision in remuneration	of Shri Kishan	Kumar Soni (D	IN: 00106037) - Directo	r-Finance & CFO of the	
			Company.						
Whether prom	oter/promoter group are inter		No						
agenda/resolut	tion?								
Category	Mode of Voting	No. of shares held	No. of votes polled	o. of votes polled % of Votes Polled on No. of Votes - No. of Votes - % of Votes in favour on % of Votes ag					
			(2)	outstanding shares	in favour	against (5)	votes polled (6)		Result
				(3) = [(2)/(1)] * 100	(4)	-	= [(4)/(2)]* 100	(7) = [(5)/(2)] * 100	
Promoter and	E-Voting		16292162	92.0881	16292162	0	100.0000	0.0000	
Promoter	Poll/ Evoting at AGM	17691936	0	0.0000	0	0	0.0000	0.0000	
Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	17691936	16292162	92.0881	16292162	0	100.0000	0.0000	
Public-	E-Voting		130392	89.7386	130392	0	100.0000	0.0000	
Institutions	Poll/ Evoting at AGM	145302	0	0.0000	0	0	0.0000	0.0000	Passed as
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	Special
	Total	145302	130392	89.7386	130392	0	100.0000	0.0000	Resolution
Public- Non	E-Voting		548021	3.2315	547269	752	99.8628	0.1372	
Institutions	Poll/ Evoting at AGM	16958754	103993	0.2989	103992	1	99.9990		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	16958754	652014	3.8447	651261	753	99.8845	0.1155	
	Total	34795992	17074568	49.07	17073815	753	99.9956	0.0044	

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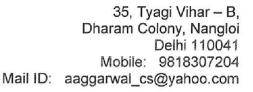
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Resolution req	uired: (Ordinary/ <del>Special)</del>		9. To approve mod	lification of remunerati	ion of Shri Vika	as Mehrotra (DI	N: 06476150) - Managir	g Director- International	
			Operations of the C						
Whether prom	oter/promoter group are inter		No						
agenda/resolut	tion?								
Category	Mode of Voting	No. of shares held	No. of votes polled	of votes polled % of Votes Polled on No. of Votes - No. of Votes - % of Votes in favour on % of Votes against or					
	2010 1		(2)	outstanding shares	in favour	against (5)	1	votes polled	Result
			92 - 54 C	(3) = [(2)/(1)] * 100	(4)			(7) = [(5)/(2)] * 100	
Promoter and	E-Voting		16292162	92.0881	16292162	0	100.0000		
Promoter	Poll/ Evoting at AGM	17691936	0	0.0000	0	0	0.0000	0.0000	
Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	17691936	16292162	92.0881	16292162	0	100.0000	0.0000	
Public-	E-Voting		130392	89.7386	130392	0	100.0000		
Institutions	Poll/ Evoting at AGM	145302	0	0.0000	0	0	0.0000		Passed as
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	Ordinary
	Total	145302	130392	89.7386	130392	0	100.0000		Resolution
Public- Non	E-Voting		548021	3.2315	546869	1152	99.7898	0.2102	
Institutions	Poll/ Evoting at AGM	16958754	103993	0.2989	103992	1	99.9990	And the second state of th	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	16958754	652014	3.8447	650861	1153	99.8232	1000000000	
	Total	34795992	17074568	49.07	17073415	1153	99.9932		
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A Aggarwal and Associates Company Secretaries



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

September 30, 2023

The Chairman of the 36<sup>th</sup> Annual General Meeting ("AGM"), 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 36<sup>th</sup> Annual General Meeting ("AGM") of the Members of VLS Finance Limited held on Friday, 29<sup>th</sup> September, 2023 at 3.30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on agenda items of said Annual General Meeting.

 I, Ashutosh Aggarwal, practicing Company Secretary had been appointed as the Scrutinizer for conducting the scrutiny in connection with remote e-voting held between 26<sup>th</sup> September, 2023 to 28<sup>th</sup> September, 2023 and E-voting at AGM on the items contained in notice convening 36<sup>th</sup> AGM of the Company on 29/09/2023 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 27/05/2023.

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 36<sup>th</sup> AGM dated 10/08/2023. 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 36<sup>th</sup> 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.

- 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 Tuesday, 26<sup>th</sup> September, 2023 till 5.00 p.m. on Thursday, 28<sup>th</sup> September, 2023. Remote E-voting was disabled by NSDL at 5.00 p.m. on 28<sup>th</sup> September, 2023.
- 3. Voting rights were reckoned on the paid-up value of shares registered in the name of the member as on Friday, 22<sup>nd</sup> September, 2023, the cut-off date for votes on the resolutions either by remote e-voting or E-voting at AGM.





- 4. The e-voting results were unblocked on September 29, 2023 at around 05.48 p.m. in the presence of two witnesses, for details please refer to scrutinizer's report on Remote e-voting dated 30/09/2023.
- 5. As the Chairman of the 36<sup>th</sup> 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 10, 2023. 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 3:58 p.m. on September 29, 2023. For further details please refer to Scrutinizer's Report for the E-voting at AGM in the form MGT-13 dated September 30, 2023.
- 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.
- 7. All the resolutions proposed in the agenda items of the 36<sup>th</sup> 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: A009972E001147460 Place: New Delhi Date: September 30, 2023

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### VLS Finance Limited CIN: L65910DL1986PLC023129

# Combined Result of voting in 36th Annual General Meeting held on Friday, 29th September, 2023 at 3:30 p.m. through Video Conference.

Scrip code: VLSFINANCE (NSE) Scrip code: 511333 (BSE) Scrip code: 032019 (CSE) Date of AGM/EGM 29/09/2023 Total number of shareholders on record date 27209 No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: 0 Public: 0 No. of shareholders attended the meeting through Video Conferencing: 71 Promoters and Promoter Group: 4 including 2 Corporate Member through Authorised Representative Public: 67 including 5 Corporate Members through Authorised Representative

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

Resolution req	uired: (Ordinary/ <del>Special)</del>	<u> </u>	1. a) To receive, o ended March 31, 20	consider and adopt the D23, together with the re	Audited Standa	llone Financial S d of Directors an	Statements of the Compa nd Auditors thereon;	nny for the financial year	
Whether prom	oter/promoter group are inter	ested in the	No						
agenda/resolut	tion?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour on	n % of Votes against on	
	(1)		(2)	outstanding shares	in favour	against (5)	2007 D 20	votes polled $(7) =$	
				(3) = [(2)/(1)] * 100	(4)		N. C. I	[(5)/(2)]* 100	
Promoter and	E-Voting		16292162	92.0881	16292162	0	100.0000	0.0000	
Promoter	Poll/ Evoting at AGM	17691936	0	0.0000	0	0	0.0000		
Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.		N.A.	
	Total	17691936	16292162	92.0881	16292162		100.0000		
Public-	E-Voting		130392	89.7386	130392	0	100.0000		
Institutions	Poll/ Evoting at AGM	145302	0	0.0000	0	Ö	0.0000		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	145302	130392	89.7386	130392	0	100.0000	0.0000	
Public- Non	E-Voting		548021	3.2315	547381	640	99.8832	0.1168	
Institutions	Poll/ Evoting at AGM	16958754	103993	0.6132	103992	1	99.9990		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.		N.A.	
	Total	16958754	652014	3.8447	651373	641	99.9017	0.0983	
	Total	34795992	17074568	49.0705	17073927	641			

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Resolution rea	uired: (Ordinary/Special)		1 b) To receive co	b) To receive consider and edent the Audited Consolideted Dimensiol States of States of States						
interview in the	un eu: (orumar y/speciar)	(in the second	1. b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year							
Whathan nuom			nded March 31, 2023, together with the Report of Auditors thereon.							
24 D	oter/promoter group are inter	ested in the	No							
agenda/resolut										
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour on	% of Votes against on		
		(1)	(2)	outstanding shares	in favour	against (5)	Normal Contract of Contract And	votes polled $(7) =$		
				(3) = [(2)/(1)] * 100	(4)		· · · · · · · · · · · · · · · · · · ·	[(5)/(2)]* 100		
Promoter and	E-Voting		16292162	92.0881	16292162	0	100.0000			
Promoter	<b>Poll/ Evoting at AGM</b>	17691936	0	0.0000	0	0	0.0000	Contraction of an Architecture of the Architec		
Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
-13 -57	Total	17691936	16292162	92.0881	16292162		100.0000			
Public-	E-Voting		130392	89.7386	130392	0	100.0000	010000		
Institutions	Poll/ Evoting at AGM	145302	0	0.0000	0	0	0.0000			
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	0.0000		
	Total	145302	130392	89.7386	130392	0	100.0000	and the second		
Public- Non	E-Voting		548021	3.2315	547381	640				
Institutions	Poll/ Evoting at AGM	16958754	103993	0.6132	103992	1	99.9990	011100		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	16958754	652014	3.8447	651373	641	99.9017	0.0983		
	Total	34795992	17074568	49.0705	17073927	641	99.9962	0.0038		

***								
	oter/promoter group are inter	ested in the	No					
agenda/resolu				-		L		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour on	% of Votes against on
		(1)	(2)	outstanding shares	in favour	against (5)	20 10000 DECK TO THE DECK	votes polled (7) =
				(3) = [(2)/(1)] * 100	(4)		and the second sec	[(5)/(2)]* 100
Promoter and	E-Voting		16292162	92.0881	16292162	0	100.0000	0.000
Promoter	Poll/ Evoting at AGM	17691936	0	0.0000	0	0	0.0000	
Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A
	Total	17691936	16292162	92.0881	16292162	0	100.0000	
Public-	E-Voting		130392	89.7386	130392	0	0.7637	0.0000
Institutions	Poll/ Evoting at AGM	145302	0	0.0000	0	0	0.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	sociales N.A.	N.A
	Total	145302	130392	89.7386	130392	0	°3 0.7637	0.000
Public- Non	E-Voting		548021	3.2315	547381	640		0.1168
Institutions	Poll/ Evoting at AGM	16958754	103993	0.6132	103992	1	New Delhi 99.9990	0.0010
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A	S. /S. N.A.	N.A
	Total	16958754	652014	3.8447	651373	641	99.9017	0.0983
	Total	34795992	17074568	49.0705	17073927	641	99.9962	0.0038
						E		Page 2/6

<b>Resolution req</b>	uired: (Ordinary/ Special)	an a	3. To appoint a Director in place of Shri Suresh Kumar Agarwal (DIN: 00106763) who retires by rotation and being eligible,							
			offers himself for r	offers himself for re-appointment.						
Whether prom	oter/promoter group are inter	ested in the	No				An or construction of the second seco			
agenda/resolut	tion?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour on	% of Votes against on		
		(1)	(2)	outstanding shares	in favour	against (5)		votes polled $(7) =$		
			5° 65	(3) = [(2)/(1)] * 100	(4)			[(5)/(2)]* 100		
Promoter and		1	16292162	92.0881	16292162	0	100.0000	0.0000		
Promoter	Poll/ Evoting at AGM	17691936	0	0.0000	0	0	0.0000	0.0000		
Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	17691936	16292162	92.0881	16292162	0	100.0000	0.0000		
Public-	E-Voting		130392	89.7386	130392	0	100.0000	0.0000		
Institutions	Poll/ Evoting at AGM	145302	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	the second se	N.A.		
	Total	145302	130392	89.7386	130392	0	100.0000			
Public- Non	E-Voting		548021	3.2315	547281	740	99.8650			
Institutions	Poll/ Evoting at AGM	16958754	103993	0.6132	103992	1	99.9990			
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	16958754	652014	3.8447	651273	741	99.8864			
	Total	34795992	17074568	49.0705	17073827	741	99.9957			

Resolution req	uired: (Ordinary/ <del>Special)</del>		4. To approve the appointment of Shri Anoop Mishra (DIN: 02849054) as an Independent Director of the Company.						
Whether prom agenda/resolut	oter/promoter group are inter tion?	ested in the	No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour on	% of Votes against on	
		(1)	(2)	0	in favour (4)	Defension III - Record - Ro- Cardon and Ca	votes polled (6)	votes polled $(7) = [(5)/(2)] * 100$	
<b>Promoter and</b>	E-Voting		16292162	92.0881	16292162	0	100.0000	0.000	
Promoter	Poll/ Evoting at AGM	17691936	0	0.0000	0	0	0.0000	0.000	
Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A	
	Total	17691936	16292162	92.0881	16292162	0	100.0000	0.000	
Public-	E-Voting		130392	89.7386	130392	0	100.0000	0.000	
Institutions	Poll/ Evoting at AGM	145302	0	0.0000	0	0	0.0000	0.000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A	
	Total	145302	130392	89.7386	130392	0	100.0000	0.000	
Public- Non	E-Voting	16958754	548021	3.2315	547081	940	ciates Co. 99.8285	0.1715	
Institutions	Poll/ Evoting at AGM	10/50/54	103993	0.2989	103992	X	\$ 99.9990	0.0010	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.		N.A	
	Total	16958754	652014	3.8447	651073	941	New Demi / 99.8557	0.1443	
	Total	34795992	17074568	49.0705	17073627	941	A 99.9945	0.0055	
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Resolution req	uired: <del>(Ordinary/</del> Special)		5. To approve the	appointment of Shri Add	esh Kumar Jain	(DIN: 00512969	) as an Independent Direc	tor of the Company.
	Whether promoter/promoter group are interested in the agenda/resolution?							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour on	% of Votes against on
		(1)	(2)	outstanding shares	in favour	against (5)	Construction of the second	votes polled
				(3) = [(2)/(1)] * 100	(4)			(7) = [(5)/(2)] * 100
Promoter and			16292162	92.0881	16292162	0	100.0000	
Promoter	Poll/ Evoting at AGM	17691936	0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.		N.A.
	Total	17691936	16292162	92.0881	16292162		100.0000	
Public-	E-Voting		130392	89.7386	130392	0	100.0000	00000
Institutions	Poll/ Evoting at AGM	145302	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	145302	130392	89.7386			The second s	
Public- Non	E-Voting		548021	3.2315	547081	940		0.1715
Institutions	Poll/ Evoting at AGM	16958754	103993	0.2989		1	99.9990	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.		0.0010 N.A.
	Total	16958754	652014	3.8447	651073		99.8557	0.1443
	Total	34795992	17074568	49.07		941		

<b>Resolution req</b>	uired: ( <del>Ordinar</del> y/Special)		6. To approve the	re-appointment of Shri	Mahesh Prasad	Mehrotra (DIN	: 00016768) as the Whole	-time Director designated	
-			6. To approve the re-appointment of Shri Mahesh Prasad Mehrotra (DIN: 00016768) as the Whole-time Director designated as Executive Vice -Chairman.						
Whether prom	oter/promoter group are inter	ested in the	No						
agenda/resolut	tion?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour on	% of Votes against on	
			(2)	outstanding shares	in favour	against (5)	an and a second s	votes polled	
				Contractory and a second secon	(4)			(7) = [(5)/(2)] * 100	
<b>Promoter and</b>	E-Voting		16292162		16292162	0	100.0000		
Promoter	Poll/ Evoting at AGM	17691936	0	0.0000		0	0.0000	0.0000	
Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.		0.0000 N.A.	
	Total	17691936	16292162		16292162	0	100.0000		
Public-	E-Voting		130392			130392			
Institutions	Poll/ Evoting at AGM	145302	0	0.0000	0	130372	0.0000	0.0000	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	viates N.A.	0.0000	
	Total	145302	130392			130392		100.0000	
Public- Non	E-Voting		547921	3.2309	1100	840	1/2/	0.1533	
Institutions	Poll/ Evoting at AGM	16958754	103993		the second se	1	To New Delbi 99,9990		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.		0.0010 N.A.	
	Total	16958754	651914		651073	841	99.8710		
	Total	34795992	17074468	49.07		the second se	the second secon	0.7686	
					A		WAA	Page 4/6	

<b>Resolution req</b>	uired: (Ordinary/Special)		7. To approve rev	vision in remuneration	of Shri Suresh	Kumar Agaru	al (DIN: 00106763) - N	Ianaging Director of the
			Company.			And Again	(DIN: 00100705) - W	ranaging Director of the
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour on	% of Votes against on
			(2)	outstanding shares	in favour	against (5)		votes polled
					(4)		-	(7) = [(5)/(2)] * 100
Promoter and			16292162	92.0881	16292162	0	100.0000	0.0000
Promoter	Poll/ Evoting at AGM	17691936	0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	17691936	16292162	92.0881	16292162		100.0000	0.0000
Public-	E-Voting		130392	89.7386	130392	0	100.0000	0.0000
Institutions	Poll/ Evoting at AGM	145302	0	0.0000	the second se	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	0.0000
	Total	145302	130392	89.7386		0	100.0000	0.0000
Public- Non	E-Voting		548021	3.2315	547069	952	99.8263	0.1737
Institutions	Poll/ Evoting at AGM	16958754	103993	0.2989			99.9990	0.0010
	Postal Ballot (if applicable)		N.A.	N.A.		N.A.	N.A.	0.0010 N.A.
	Total	16958754	652014		651061	953	99.8538	0.1462
	Total	34795992	17074568					0.1462

Resolution req	solution required: <del>(Ordinary/</del> Special)			8. To approve revision in remuneration of Shri Kishan Kumar Soni (DIN: 00106037) – Director-Finance & CFO of the Company.						
	Whether promoter/promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour on	% of Votes against on		
				1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	in favour	against (5)	and a second	votes polled		
				(3) = [(2)/(1)] * 100	(4)	-	- 11	(7) = [(5)/(2)] * 100		
Promoter and	<u> </u>		16292162	92.0881	16292162	0	100.0000			
Promoter	Poll/ Evoting at AGM	17691936	0	0.0000	0	0	0.0000			
Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.		N.A.		
	Total	17691936	16292162	92.0881	16292162		100.0000			
Public-	E-Voting		130392	89.7386	130392	0	100.0000			
Institutions	Poll/ Evoting at AGM	145302	0	0.0000	0	0	0.0000			
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.		N.A.		
	Total	145302	130392	89.7386	the second s		ciates 0 100.0000			
Public- Non	E-Voting		548021	3.2315	547269	752				
Institutions	Poll/ Evoting at AGM	16958754	103993	0.2989	103992		99.9990			
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.			N.A.		
	Total	16958754	652014	3.8447	651261	753	COLLEVIT POLITI			
	Total	34795992	17074568	49.07	the second se					
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<b>Resolution req</b>	uired: (Ordinary/ <del>Special)</del>		9. To approve modification of remuneration of Shri Vikas Mehrotra (DIN: 06476150) - Managing Director- International							
				Operations of the Company.						
Whether prom	oter/promoter group are inter	ested in the	No							
agenda/resolut	ion?									
Category Mode of Voting No. of shares held			No. of votes polled	% of Votes Polled on	No. of Votes -	No. of Votes -	% of Votes in favour on	% of Votes against on		
			(2)	outstanding shares	in favour	against (5)	NE SAN STATE ELECTRON	votes polled		
				(3) = [(2)/(1)] * 100	(4)		• • • • • • • • •	(7) = [(5)/(2)] * 100		
Promoter and	E-Voting		16292162	92.0881	16292162	0	100.0000	0.0000		
Promoter	Poll/ Evoting at AGM	17691936	0	0.0000	0	0	0.0000	0.0000		
Group	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A		
	Total	17691936	16292162	92.0881	16292162	0	100.0000	0.0000		
Public-	E-Voting		130392	89.7386	130392	0	100.0000	0.0000		
Institutions	Poll/ Evoting at AGM	145302	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	145302	130392	89.7386	130392	0	100.0000	0.0000		
Public- Non	E-Voting		548021	3.2315	546869	1152	99.7898	0.2102		
Institutions	<b>Poll/ Evoting at AGM</b>	16958754	103993	0.2989	103992	1	99.9990	0.0010		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Total	16958754	652014	3.8447	650861	1153	99.8232	0.1768		
	Total	34795992	17074568	49.07	17073415	1153		0.0068		
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