



VLS FINANCE LTD.

2nd Floor, 13, Sant Nagar,
East of Kailash,

New Delhi - 110 065, India

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Fax : + 91 -11-46656699

Web : www.vlsfinance.com

CIN : L65910DL1986PLC023129

September 14, 2019

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
Scrip Code: 511333

The National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051.
Scrip Code: VLSFINANCE
Email: vls@vlsfinance.com

Dear Sir/Madam,

Sub: Proceeding of 32nd Annual General Meeting ('AGM')

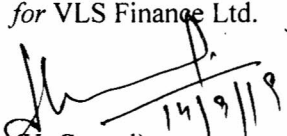
This is to inform you that 32nd Annual General Meeting ('AGM') of the Company was held on 12/09/2019 and the business mentioned in the Notice dated 02/08/2019 were transacted.

In this regard, please find enclosed the following:

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – I**. It is submitted that subjected report on proceedings could not be submitted within stipulated time because the results were made available on 14/09/2019 by the Scrutinizer and accordingly indicated in the summary under reference.
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – II (colly.)** alongwith Consolidated Report of Scrutinizer dated September 13, 2019, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

Thanking You,
for VLS Finance Ltd.


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

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

Annexure – I

Summary of proceedings of the 32nd Annual General Meeting:

The 32nd Annual General Meeting (AGM) of the Members of VLS Finance Limited held on Thursday, 12th September, 2019 at 3:30 P.M. at The Auditorium, Sri Sathya Sai International Centre, Institutional Area, Lodhi Road, Pragati Vihar, New Delhi-110003. In the absence of Shri Ajit Kumar-Chairman, Shri S. K. Agarwal-Managing Director, chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. The Chairman welcome the members and in his address briefed about activities of the Company. The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice for the meeting. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes through ballot at the end of the meeting. It was further informed that there would be no voting by show of hands. It was also informed that the Board of Directors had appointed Shri V. B. Aggarwal –Practicing Company Secretary (M. No. A-4240, COP No. 1583) as the Scrutinizer to supervise the entire voting process. Shri H. Consul - Company Secretary, read the Auditors' Report.

The following items of business, as per the Notice of AGM dated August 02, 2019, were transacted at the meeting.

Resolution no.	Resolution Type	Description
1	Ordinary Resolution	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2019, 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.
2	Ordinary Resolution	To approve dividend of Rupee 1/- per equity share.
3	Ordinary Resolution	To appoint a Director in place of Shri Mahesh Prasad Mehrotra (DIN: 00016768) who retires by rotation and being eligible, offers himself for re-appointment.
4	Ordinary Resolution	To approve reappointment of Shri Suresh Kumar Agarwal (DIN: 00106763) as Managing Director of the Company.
5	Ordinary Resolution	To approve reappointment of Shri Kishan Kumar Soni (DIN: 00106037) as Director-Finance & CFO of the Company.
6	Special Resolution	To approve appointment of Shri Ajit Kumar (DIN: 00106597) as a Non – Executive Independent Director of the Company for the second term of five consecutive years.
7	Special Resolution	To approve the appointment of Dr. Srinivasan Ramesh (DIN: 00126120) as a Non – Executive Independent Director of the Company for the second term of five consecutive years.



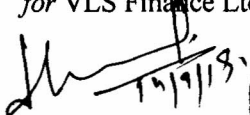
A handwritten signature in black ink, consisting of a stylized 'h' followed by a horizontal line.

Clarifications were provided to the queries raised by the members.

Ballot papers were provided to members who wished to participate in the poll and the Ballot Box sealed by Scrutinizer was placed conveniently to enable members to cast their vote. The scrutinizer's report was received based on results submitted by Scrutinizer, the Chairman declared that all the resolutions as set out in the notice were declared as passed. The meeting was concluded at 4:50 p.m.

This is for your information and records.

Thanking you,
for VLS Finance Ltd.

 15/11/18

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



V. B. Aggarwal

B.Com (Hons), FICWA, ACS
COMPANY SECRETARY
C.P. No. 1583
PAN: AACPA1845P

ANNEXURE - II

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

Scrutinizer's Report
[Combined Report of E-voting and Poll]

Date.....

September 13, 2019

The Chairman- 32nd Annual General Meeting ("AGM"),
VLS Finance Limited,
Regd off: 2nd Floor, 13, Sant Nagar,
East of Kailash, New Delhi-110 065

Dear Sir,

Scrutinizer's Report for combined result of electronic voting and poll conducted at the 32nd AGM of VLS Finance Limited held on Thursday, 12th September, 2019 at 3:30 p.m., on agenda items of said Annual General Meeting.

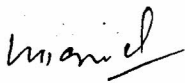
1. I, V. B. Aggarwal, practicing Company Secretary had been appointed as the Scrutinizer for conducting the scrutiny of voting by poll and the e-voting, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, by the Board of Directors of VLS Finance Limited vide its resolution dated 02/08/2019.
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, 09th September, 2019 till 5.00 p.m. on Wednesday, 11th September, 2019. E-voting was disabled by NSDL at 5.00 p.m. on 11th September, 2019.
3. Voting rights were reckoned on the paid-up value of shares registered in the name of the members as on Thursday, 05th September, 2019, the cut-off date for votes on the resolutions either by e-voting or poll.
4. The e-voting results were unblocked on September 12, 2019 around 5.33 p.m. in the presence of two witnesses. For details please refer to Scrutinizer's Report on e-voting dated 13/09/2019.



5. As the Chairman of the 32nd AGM of the Company, you had also 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 02, 2019. The poll was called for at the said AGM to facilitate members to cast their votes who could not participate in e-voting. For further details please refer to Scrutinizer's Report for the poll in the form MGT-13 dated September 13, 2019.
6. The combined result of E-voting and of poll is attached as an annexure to this report.
7. All the resolutions proposed in the agenda items of the 32nd AGM have secured assent (approval) by requisite majority in accordance with provisions of Companies Act, 2013 as per the combined result.

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 handover these records to you or person authorised by the Company upon receipt of copy of authenticated minutes of said AGM.

Thanking you,
Yours faithfully,



(V. B. Aggarwal)
Practicing Company Secretary
ACS 4240 CP No. 1583

Place: Gurugram
Date: September 13, 2019



CS
Pl. declare the results
[Signature]
(SK. Aggarwal)
Chairman of 32nd AGM.



VLS Finance Limited
CIN: L65910DL1986PLC023129

Annexure to the Scrutinizer Report on Combined Results of voting in 32nd Annual General Meeting held on 12/09/2019

Scrip code:VLSFINANCE (NSE)

Scrip code: 511333 (BSE)

Scrip code:032019 (CSE)

Date of AGM/EGM	12/09/2019
Total number of shareholders on record date	23930
No. of shareholders present in the meeting either in person or through proxy:	48
Promoters and Promoter Group:	1
Public:	47
	1 Corporate Member through authorised representative
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	
Public:	Facility not provided

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, 2019, 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	17650491	16736500	94.82	16736500	0	100.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		16736500	94.82	16736500	0	100.0000	0.0000
Public- Institutions	E-Voting	361190	0	0.00	0	0	0.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.00	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	20650336	11499	0.06	11497	2	99.9826	0.0174
	Poll \$		526584	2.55	526557	27	99.9949	0.0051
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		538083	2.61	538054	29	99.9946	0.0054
Total		38662017	17274583	44.68	17274554	29	99.9998	0.0002

\$ Out of 48 members present, 24 members voted in the poll. Votes of 3 members aggregating to 411 votes were found invalid.

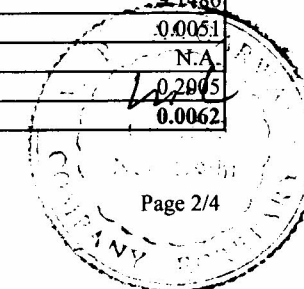


Resolution required: (Ordinary/Special)			2. To approve dividend of Rupee 1/- per equity share.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(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	17650491	16736500	94.82	16736500	0	100.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		16736500	94.82	16736500	0	100.0000	0.0000
Public-Institutions	E-Voting	361190	0	0.00	0	0	0.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.00	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	20650336	11499	0.06	11047	452	96.0692	3.9308
	Poll \$		526583	2.55	526558	25	99.9953	0.0047
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		538082	2.61	537605	477	99.9114	0.0886
Total		38662017	17274582	44.68	17274105	477	99.9972	0.0028

\$ Out of 48 members present, 24 members voted in the poll. Votes of 3 members aggregating to 411 votes were found invalid.

Resolution required: (Ordinary/ Special)			3. To appoint a Director in place of Shri Mahesh Prasad Mehrotra (DIN: 00016768) 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	17650491	16736500	94.82	16736500	0	100.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		16736500	94.82	16736500	0	100.0000	0.0000
Public-Institutions	E-Voting	361190	0	0.00	0	0	0.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.00	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	20650336	11499	0.06	10447	1052	90.8514	9.1486
	Poll \$		526584	2.55	526557	27	99.9949	0.0051
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		538083	2.61	537004	1079	99.7995	0.2005
Total		38662017	17274583	44.68	17273504	1079	99.9938	0.0062

\$ Out of 48 members present, 24 members voted in the poll. Votes of 3 members aggregating to 411 votes were found invalid.

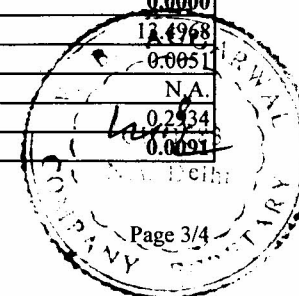


Resolution required: (Ordinary/Special)			4. To consider the re-appointment of Shri Suresh Kumar Agarwal (DIN: 00106763) as Managing Director of the Company.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes 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
Promoter and Promoter Group	E-Voting	17650491	16736500	94.82	16736500	0	100.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		16736500	94.82	16736500	0	100.0000	0.0000
Public-Institutions	E-Voting	361190	0	0.00	0	0	0.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.00	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	20650336	11499	0.06	10197	1302	88.6773	11.3227
	Poll \$		526584	2.55	526557	27	99.9949	0.0051
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		538083	2.61	536754	1329	99.7530	0.2470
Total		38662017	17274583	44.68	17273254	1329	99.9923	0.0077

\$ Out of 48 members present, 24 members voted in the poll. Votes of 3 members aggregating to 411 votes were found invalid.

Resolution required: (Ordinary/Special)			5. To consider the re-appointment of Shri Kishan Kumar Soni (DIN:00106037) as Director-Finance & CFO.					
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	17650491	16736500	94.82	16736500	0	100.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		16736500	94.82	16736500	0	100.0000	0.0000
Public-Institutions	E-Voting	361190	0	0.00	0	0	0.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.00	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	20650336	11499	0.06	9947	1552	86.5032	12.4968
	Poll \$		526584	2.55	526557	27	99.9949	0.0051
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		538083	2.61	536504	1579	99.7066	0.2934
Total		38662017	17274583	44.68	17273004	1579	99.9909	0.0091

\$ Out of 48 members present, 24 members voted in the poll. Votes of 3 members aggregating to 411 votes were found invalid.



Resolution required: (Ordinary/ Special)			6. To appoint Shri Ajit Kumar (DIN: 00106597) as a Non-Executive Independent Director of the Company for the second term of five consecutive years .					
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	17650491	16736500	94.82	16736500	0	100.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		16736500	94.82	16736500	0	100.0000	0.0000
Public- Institutions	E-Voting	361190	0	0.00	0	0	0.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.00	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	20650336	11499	0.06	9947	1552	86.5032	13.4968
	Poll \$		526584	2.55	526557	27	99.9949	0.0051
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		538083	2.61	536504	1579	99.7066	0.2934
Total		38662017	17274583	44.68	17273004	1579	99.9909	0.0091

\$ Out of 48 members present, 24 members voted in the poll. Votes of 3 members aggregating to 411 votes were found invalid.

Resolution required: (Ordinary/ Special)			7. To appoint Dr. Srinivasan Ramesh (DIN: 00126120) as a Non-Executive Independent Director of the Company for the second term of five consecutive years .					
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	17650491	16736500	94.82	16736500	0	100.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		16736500	94.82	16736500	0	100.0000	0.0000
Public- Institutions	E-Voting	361190	0	0.00	0	0	0.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.00	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	20650336	11499	0.06	10447	1052	90.8514	9.1486
	Poll \$		526584	2.55	526557	27	99.9949	0.0051
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		538083	2.61	537004	1079	99.7995	0.2005
Total		38662017	17274583	44.68	17273504	1079	99.9938	0.0062

\$ Out of 48 members present, 24 members voted in the poll. Votes of 3 members aggregating to 411 votes were found invalid.

