



August 31, 2015

LISTING DEPARTMENT,
THE NATIONAL STOCK EXCHANGE OF INDIA LTD.,
EXCHANGE PLAZA, 5TH FLOOR,
PLOT NO. C/1 , G BLOCK,
BANDRA KURLA COMPLEX,
BANDRA (E) , MUMBAI-400051

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

Dear Sir,

In terms of Clause 31 of the listing agreement, please find enclosed herewith three copies of Notice of Annual General Meeting of our Company for the year ended on 31st March, 2015 for your information and records. The copy of aforesaid Notice has been posted to the members.

Kindly take the same on record and acknowledge.

Thanking you,
For VLS Finance Ltd.

H. Consul
Company Secretary
M. No. A11183

Encl: As above



St. J. T. S. S. S.

VLS FINANCE LTD.
Regd. Office:- 2nd Floor, 13, Sant Nagar, East of Kailash, New Delhi – 110 065.
CIN: L65910DL1986PLC023129, email: vls@vsnl.com, Website: www.vlsfinance.com
Phone: 011-46656666, FAX: 011-46656699
NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th Annual General Meeting of the Members of **VLS FINANCE LTD.** will be held at The Auditorium, Sri Sathya Sai International Centre, Institutional Area, Lodhi Road, Pragati Vihar, New Delhi-110003, on Thursday, 24th day of September, 2015 at 3:30 P.M. to transact the following business: -

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015, 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.
- 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.
- To appoint the Auditors and to fix their remuneration and in this connection to consider and if thought fit, to pass following resolution, with or without modification(s), as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, M/s. Agiwal & Associates, Chartered Accountants, (Firm's Regn. No. 000181N) the present Statutory Auditors of the Company be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting of the Company and at such remuneration as may be determined by the Board of Directors of the Company / Committee of the Board and that the remuneration may be paid on a progressive billing basis if so agreed between the Auditors and Audit Committee or such other officer of Company as may be authorised by the Audit Committee/ Board."

SPECIAL BUSINESS:
4. Appointment of Dr. (Mrs.) Neeraj Arora (DIN: 07191167) as Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Dr. (Mrs.) Neeraj Arora (DIN: 07191167) who was appointed by the Board as an Additional Director of the Company w.e.f. 30/05/2015 and who holds office till the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 and for whose appointment as a Director, a notice in writing under Section 160 of the Companies Act, 2013 has been received from a member of Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

5. 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.

To consider and if thought fit, to pass following resolution, with or without modification(s), as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof), consent of the members be and is hereby accorded to the proposed transaction between VLS Finance Ltd. (holding company) and VLS Securities Ltd. (Subsidiary Company) for using the property No. 155A, Mittal Towers, 'A' Wing, Nariman Point, Mumbai of VLS Finance Ltd. by the Subsidiary Company for its business purpose on such terms and conditions as may be agreed between the holding and subsidiary Company.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents / deeds/ writings / papers / agreements as may be required and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may be necessary, proper, desirable or expedient to give effect to this resolution."

6. Approval for investment in Limited Liability Partnership (LLP) to be formed with related parties.

To consider and if thought fit, to pass following resolution, with or without modification(s), as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 (the Act) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and clause 49 of Listing Agreement and subject to such approvals and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any committee of board empowered for this purpose) to enter into contracts and/or agreements with related parties as defined under the Act with respect to invest in or to sell, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials services or property or appointment of such related party to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature with related parties up to the expected value as provided in the Explanatory statement.

FURTHER RESOLVED THAT the Board of Directors of the Company and/or the persons authorized by it, be and are hereby authorised to do all acts deeds and

things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

*By Order of the Board
For VLS Finance Ltd.*

H. Consul

Company Secretary

M. No. : A-11183

Place: New Delhi

Date : 11/08/2015

NOTES: -

- A Member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself/herself. The proxy need not be a member of the Company. The appointment of proxy in order to be effective must be lodged at the Registered Office of the Company not less than 48 hours before the commencement of the meeting, in the form enclosed hereto, duly filled and authenticated. A proxy may not vote except on a poll.
- Pursuant to Section 105 of C.A. 2013 and Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as Proxy for 50 Members and holding 10 percent of the total share capital of the Company carrying voting rights. Member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other Member.
- If a person is appointed as Proxy for more than 50 members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
- The submission of form of proxy by a member does not preclude such member from attending and voting at the meeting. The proxy in such event shall not be eligible to attend the meeting. Only bonafide members of the Company whose names appear on the Register of Members/ Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- In the case of joint holders, the vote of the senior shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members. Corporate Members intending to send their authorized representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting ("AGM").
- In terms of provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of Companies (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement for votes cast through e-voting, ballot by post and by poll at Annual General Meeting on the business to be transacted in Annual General Meeting of the Company on 24/09/2015, the Board of Directors of the Company has appointed Mr. V. B. Aggarwal, Practicing Company Secretary, as the Scrutinizer.

The procedure with respect to e-voting is provided below: -

A. In case of Members who receive the Notice in electronic mode:

- Open e-mail and open PDF file viz. 'VLS e-voting.pdf' with your Client ID No. or Folio No. as password. The said PDF file contains your User ID and password for e-voting. Please note that the password is an initial password.
 - Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/> and click on 'Shareholder - Login'.
 - Insert User ID and password as initial password stated in (a) above. Click on 'Login'.
 - Password change menu appears. Change the password with a new password of your choice with minimum 8 digits/ characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.
 - Home page of e-voting opens. Click on 'e-voting: Active E-voting Cycles' and select the Electronic Voting Event Number (EVEN) of VLS Finance Limited.
 - Now you are ready for e-voting as 'Cast Vote' page opens.
 - Cast your vote by selecting appropriate option and click on 'Submit'. Thereafter click on 'Confirm' when prompted.
 - Upon confirmation, the message 'Vote cast successfully' will be displayed. Thereafter, you will not be allowed to modify your vote.
- (i) Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF/JPG format) of the relevant Board Resolution/appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested, to the Scrutinizer through e-mail at complianceofficer@vlsfinance.com with a copy marked to NSDL's e-mail ID evoting@nsdl.co.in

- B. In case of Members who receive the Notice by post:
- User ID and initial password is provided in the separate slip.
 - Please follow the steps from Sl. Nos. (b) to (i) mentioned in (A) above, to cast your vote.
- C. Members already registered with NSDL for e-voting can use their existing User ID and password for Login. Thereafter please follow the steps from Sl. Nos. (e) to (i) mentioned in (A) above, to cast your vote.
- D. In case of any queries, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website www.evoting.nsdl.com. You may also address your queries relating to e-voting to the e-mail ID complianceofficer@vlsfinance.com.
- E. **The period for e-voting starts at 9.00 a.m. on Sunday, 20th September, 2015 and ends at 5.00 p.m. on Wednesday, 23rd September, 2015. E-voting shall be disabled by NSDL at 5.00 p.m. on 23rd September, 2015.**
- F. General Information
- Every Client ID No./ Folio No. shall have one e-vote, irrespective of the number of joint holders.
 - Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Wednesday, 16th September, 2015 the cut off date. Persons who are not members as on cut off date should treat this notice for information purposes only.
 - E-voting right cannot be exercised by a proxy.
 - The members may cast their vote by either of the three means viz. e-voting facility, ballot form by post and ballot form at general meeting. In case vote is cast by more than one means then vote cast by e-voting will be counted and vote by other means will be treated as invalid.
 - The results of e-voting alongwith the Scrutinizer's Report, will be available on the Company's corporate website www.vlsfinance.com under the section 'Investor Relations' and on the website of NSDL within three days of passing of resolution at the AGM. Such Results will also be forwarded to the Stock Exchange where the Company's shares are listed.
7. Those persons, who become Members of the Company after the dispatch of this Notice of the AGM by the Company and whose names appear in the Register of members or register of beneficial holders as on the cut-off date i.e 16th September, 2015 may view the Notice of the 28th AGM on the Company's website or on the website of NSDL. Such members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM. The Ballot by post can be exercised by downloading ballot form from the website of the Company and forwarding the duly filled form to Company so as to reach on or before the conclusion of AGM. In case of any difficulty Members may contact the Company or its Registrar and Transfer Agent.
8. The Register of Members of the Company shall remain closed from 17.09.2015 to 24.09.2015 (both days inclusive).
9. Members who wish to obtain information about the Company or view the financials of Company, may visit the Company's website viz. www.vlsfinance.com
10. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its member. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their Depository Participant. Members holding shares in physical form are requested to send their e-mail address to the Registrar and Transfer Agents M/s: RCMC Share Registry Pvt. Ltd., B-25/1 First Floor, Okhla Industrial Area Phase-II, New Delhi-110020.
11. The Company has retained M/s RCMC Share Registry Pvt. Ltd., ("Registrar & Transfer Agent") at B-25/1 First Floor, Okhla Industrial Area Phase II, New Delhi-110020 (Phone Nos. 011 - 26387320, 26387321, 26387323 and Fax 011-26387322) w.e.f. 01/04/2003 for entire shareholder services. All correspondence, therefore, may be addressed to the said Registrar & Transfer Agent. However, for any further assistance in said matters, queries may be addressed to the Company Secretary at **Registered Office at 2nd Floor, 13, Sant Nagar, East of Kailash, New Delhi-110065 Phone No. 46656666, Fax: 46656699**. Dedicated Investor Services e-mail: hconsul@vlsfinance.com
12. SEBI vide circular ref. no. MRD/DoP/Cir-05/2009 dated May 20, 2009 has clarified that providing the PAN information will be mandatory for transactions in securities in physical form as well. Amongst others, all transactions involving transfer/transmission/transposition of shares in physical form of listed companies, whether off market or not, will require copy of PAN card of transferee(s) be furnished to the Company/RTAs for transfer/transmission/transposition of shares. This is for information of all investors.
13. Members are requested to intimate the change in address, if any, to the Company's Registrar or the Company at its Registered Office for shares held in physical mode. Members can avail the facility of nomination in respect of shares held by them in physical form, in accordance with the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in prescribed Form no. SH-14 duly filled in, to the Registrar & Transfer Agent of Company. Members holding shares in demat (Electronic) form are requested to notify any change in address, mandate/bank details/nominations to their respective Depository Participants. The changes effected by depository participants will

automatically be reflected in Company's records upon updation of beneficiary owners list provided by Depositories.

14. The shares of the Company are traded in demat segment only w.e.f. 28th August, 2000 for all categories of investors. Members who still hold the shares of Company in physical form are advised to contact their depository participant for dematerialization of their holdings in their own interest. **The ISIN No. allotted to Company is INE709A01018** for both the Depositories viz. The National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).
15. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of AGM.
16. Member/Proxies are requested to bring their copies of the Annual Report to the meeting and the attendance slip duly filled in, for attending the meeting. As a measure of economy, copies of Annual Report and Admission Slips may not be distributed at the AGM.
17. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM is annexed hereto and forms part of this notice.
18. The Unpaid/unclaimed dividends up to 31/03/95 had been transferred to General Revenue Account of Central Government and can be claimed from the Central Government in prescribed form. Pursuant to Section 205A of the Companies Act, 1956 ("the Act") all unclaimed/unpaid dividends after 31/03/95 up to the financial year 1997-99 (18 months) has been credited to Investor Education & Protection Fund ("IEPF"). Since no dividend has been declared since 1999, no unpaid / unclaimed dividend remains liable to be transferred to IEPF.
19. Information regarding Directors:

(A) Retiring by rotation and seeking re-appointment:

Sl. No.	Name of Director	Date of Birth	Date of Appointment	Qualifications and Expertise in specific Functional areas	List of Companies in which Directorship held as on 11/08/2015	Chairman/ Members of the Committees of other Companies as on 11/08/2015	Whether qualified u/s 164(2) of the Companies Act, 2013
1.	Shri S. K. Agarwal (DIN:00106763)	22/01/1951	28/05/2003	B.Com(H), C.A.I.I.B. He is a former Banker with over 4 decades of rich and varied experience in Banking, Financial services, asset management and portfolio management. He is also former Executive Trustee PNB Mutual Fund and has been associated with VLS Group since 1995.	a) VLS Securities Ltd. b) VLS Asset Management Ltd. c) VLS Capital Limited d) Risk Software Solution Private Ltd.	NIL NIL NIL NIL	Yes

(B) Shareholding of above Director as on 11/08/2015

S. No.	Name of Directors	No. of Shares held in Company	Percentage
1.	Shri S.K. Agarwal	NIL	NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO.4

On the recommendation of Nomination and Remuneration Committee Dr. (Mrs.) Neeraj Arora was appointed as Additional Director by the Board on 30/05/2015. As per provision of section 161(1) of the Companies Act, 2013, Dr. (Mrs.) Neeraj Arora will hold office upto the conclusion of this Annual General Meeting. Dr. (Mrs.) Neeraj Arora is qualified medical practitioner and has over 40 years of experience in administrative matters besides medical field. She has retired as Medical Officer from U.P. Government health services.

A notice in writing alongwith requisite deposit has been received from a member of the Company pursuant to Section 161 of the Companies Act, 2013 signifying intention to propose the resolution for appointment of Dr. (Mrs.) Neeraj Arora as Director of the Company at the forthcoming Annual General Meeting. Your Directors recommend appointment of Dr. (Mrs.) Neeraj Arora as Director of Company. Dr. (Mrs.) Neeraj Arora does not hold any shares of the Company and is related to Mr. Somesh Mehrotra-Director.

None of the other Directors or Key Managerial Personnel or their relatives, directly or indirectly except Dr. (Mrs.) Neeraj Arora and Mr. Somesh Mehrotra is concerned or interested in the resolution.

ITEM NO.5

VLS Securities Ltd. a subsidiary of Company has approached the Company to allow use of office premises of its holding company i.e. VLS Finance Ltd. at 155A, Mittal Tower, 'A' Wing, Nariman Point, Mumbai to further enhance its operations and reach. The subjected office premises is lying vacant and is not intended to be used for Company in near future. It is proposed that no rent be charged for time being from VLS Securities Ltd. the subsidiary for use of subjected premises, thus rendering the transaction not being at arm's length, with related party. The proposed related party transaction has been approved by the

Board of Directors and Audit Committee pursuant to applicable regulations.

The approval of the members by way of Ordinary resolution for entering into transaction to allow the said subsidiary to use company's premises in Mumbai for its business, is therefore now being sought, pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with applicable Rules under The Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof).

The Directors recommend the Ordinary Resolution at item no.5 of the accompanying Notice for the approval of the Members of the Company.

Mr. S. K. Agarwal and Mr. K. K. Soni are also on the Board of the subsidiary company and hence stand interested to that extent.

None of the other Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

ITEM NO.6

The Company in terms of clause 22 of incidental objects clause of Memorandum of Association is empowered to promote other entities for furtherance of its business including

entering into partnership with others for carrying on the business which the Company is authorised to carry on. The Board, in its meeting held on 28/05/2013 had approved a proposal to invest upto 50% of networth of the Company outstanding at any point of time in partnership firm as partner with some of its associates and officials as other partners of the partnership firm. Subsequently, based on recommendation of management, the Board in modification of its decision to form partnership firm, approved formation of Limited Liability Partnership (LLP) which provided better features and flexibility in working of entity.

In terms of Section 188 of the Companies Act, 2013 read with clause 49 (VII) of Listing Agreement, investment in LLP will be a related party transaction. However, the approval of shareholders is not necessary as this transaction is at arm's length basis and also it is in the regular course of business of the Company. Furthermore, the quantum of transaction does not qualify it to be material Related Party transaction under clause 49 (VII) of Listing Agreement. As per provisions of section 188 of Companies Act, 2013, and stipulations of listing agreement, in such case approval of transaction by members is not required and approval of Board after concurrence of Audit committee would be sufficient. However, on the principle of Good Governance, the approval of members has been sought.

Additional Disclosure:

a. Name of the related party	:	VLS Enterprises LLP (or such other name as is allotted upon formation).
b. Name of the Director of Key Managerial personnel who is related	:	See note no. 'e' below.
c. Nature of relationship	:	VLS Finance Ltd. will be major partner of LLP
d. Nature of contract	:	Investment as partner
e. Material Terms and Particulars of the contract	:	<ol style="list-style-type: none"> 1. The LLP shall engage in the business of trading/ investment in bonds/shares/securities/ mutual funds/future/options and other financial instruments as permitted from time to time. 2. VLS Finance Ltd. (VLSF) shall be Managing Partner and shall have Veto Power in all matters in any decision making to the extent permitted in applicable regulations. 3. The Managing Partner shall have full authority to effect changes in the ratio of capital contribution and profit sharing amongst the partners. 4. The partners in the LLP may contribute their share of capital in the form of cash/securities/ units of mutual funds or any other similar instruments. 5. The partners and their profit sharing ratio are: <ol style="list-style-type: none"> a) VLS Finance Ltd. (VLSF) (Profit Sharing ratio 92.5%) b) VLS Capital Ltd., a group company (Profit sharing ratio 2.5%) c) VLS Securities Ltd., subsidiary of 'VLSF' (Profit sharing ratio 2.5%) d) Mr. S.K. Agarwal, M.D. of VLSF (Profit sharing ratio 0.5%) e) Mr. K.K. Soni, CFO of VLSF (Profit sharing ratio 0.5%) f) Mr. Harsh Allagh, COO of VLSF (Profit sharing ratio 0.3%) g) Mr. Anurag Bhatnagar, CFO of VLS Securities Ltd. (Profit sharing ratio 0.3%) h) Mr. Rajesh Jhalani, Director of VLS Capital Ltd. (Profit sharing ratio 0.3%) i) Mr. S. C. Agarwal, Vice-President of VLSF (Profit sharing ratio 0.2%) j) Mr. Harsh Consul, Company Secretary of VLSF (Profit sharing ratio 0.2%) k) Mr. L. Thirumorthy, Vice President of VLSF (Profit sharing ratio 0.2%)
f. Monetary value	:	Estimated value of transaction – upto 50% of Net worth of VLSF from time to time. The net worth as on 31.03.2015 was Rs.210.32 crores.
g. Any other information relevant or important for the members to make a decision on the proposed transaction	:	The Company being major partner will have veto power on operations of LLP. Hence the working of LLP will be similar to that of VLSF.

Your Directors recommend the resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives in any way are concerned or interested, financially or otherwise, in the said resolution except Shri S. K. Agarwal- Managing Director, Shri K. K. Soni-Director Finance & CFO, Shri Somesh Mehrotra –Director (who is also Director in VLS Capital Limited) and Shri H. Consul – Company Secretary.

By Order of the Board
For VLS Finance Ltd.

H. Consul
Company Secretary
M. No. : A-11183

Place: New Delhi
Date : 11/08/2015

VLS VLS FINANCE LIMITED

REGD. OFF. : 2ND FLOOR, 13, SANT NAGAR, EAST OF KAILASH, NEW DELHI- 110065
CIN: L65910DL1986PLC023129, email: vls@vsnl.com, Website: www.vlsfinance.com
Phone: 011-46656666, FAX: 011-46656699

BALLOT FORM

- 1 Name of the Member:.....
(1st holder in case of Joint holding)
- 2 Registered address of sole
/first named Member.
- 3 Registered folio No./DP ID No. and Client ID No.*
(* Applicable to investors holding shares in
dematerialized form)
- 4 Number of Shares held
- 5 Name of the Jointholder (s)
- 6 I/We hereby exercise my vote in respect of Ordinary/Special resolution enumerated
below by recording my assent or dissent to the said resolution in the following manner:

Serial No.	Particulars	No. of Shares held by me/us	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015, 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	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.			
3	To appoint the Auditors and to fix their remuneration.			
4	Appointment of Dr. (Mrs.) Neeraj Arora (DIN: 07191167) as Director.			
5	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.			
6	Approval for investment in Limited Liability Partnership (LLP) to be formed with related parties.			

Place:

Date:

Signature of the Member (s)

Note: Please read the instructions before filling the form.

INSTRUCTIONS FOR FILLING THE BALLOT FORM

- 1 A member desiring to exercise vote by ballot may complete this Ballot Form and send it to the Company by post addressed to scrutinizor at the registered office of the Company. Envelops, containing Ballots if sent by courier or registered post or delivered personally at the expense of the members will also be accepted. The member may choose to tender the ballot form at the time of Annual General Meeting in the ballot box kept at the venue.
- 2 Vote can be exercised by E-voting facility provided for this purpose and details thereof has been provided in accompanying notice. Members are requested to exercise vote either by ballot or e-voting. In case voting is exercised both through e-voting and ballot, the vote through e-voting will supersede ballot in all cases i.e. voting by ballot will be rendered invalid.
- 3 This form should be completed and signed by the member (as per the specimen signature registered with the Company). In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named member.
- 4 Incomplete/Unsigned Ballot Form will be rejected. Vote exercised through multiple forms i.e. more than one form will render the vote invalid and all forms will be treated as invalid.
- 5 Duly completed Ballot Form should reach the Company not later than the conclusion of Annual General Meeting on Thursday, the 24th day of September, 2015. Ballot form received after this date will be strictly treated as if the reply from the member has not been received.
- 6 Voting rights for ballot shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut off date i.e. 16th September, 2015.
- 7 The Ballot shall not be exercised by a duly appointed proxy except in Annual General Meeting.
- 8 In case of shares held by companies, trusts, societies etc. the duly completed Ballot Form should be accompanied by a certified true copy of Board Resolution/ Authority letter together with attested specimen signature(s).
- 9 The decision of Scrutinizer on the validity of Ballot form will be final.



VLS FINANCE LIMITED

CIN: L65910DL1986PLC023129

Registered Office: 2nd Floor, 13, Sant Nagar, East of Kailash, New Delhi-110065

email: vls@vsnl.com, Website: www.vlsfinance.com, Phone: 011-46656666, FAX: 011-46656699

Form of Proxy

(Pursuant to Section 105(6) of Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):	
Registered Address:	
E-Mail id:	
Folio No./DP ID/Client ID:	
No. of Shares Held	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

1.	Name:		Signature of proxy
	Address:		
	E-Mail id:		
Or failing him			
2.	Name:		Signature of proxy
	Address:		
	E-Mail id:		
Or failing him			
3.	Name:		Signature of proxy
	Address:		
	E-Mail id:		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Description	(Optional)	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 st March, 2015, 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.	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.		
3.	To appoint the Auditor's and to fix their remuneration.		
Special Business			
4.	Appointment of Dr. (Mrs.) Neeraj Arora (DIN: 07191167) as Director.		
5.	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.		
6.	Approval for investment in Limited Liability Partnership (LLP) to be formed with related parties.		

Signed this _____ day of _____ 2015

Signature of Shareholder _____ Signature of Proxy Holder(s) _____

Affix Revenue Stamp

NOTE:

- The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting. A Proxy need not be a Member.
- The form should be signed across the stamp by the member as per specimen signature registered with the Company.
- In case of jointholding, all the jointholders must sign the proxy form.
- It is optional to put a "X" in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

VLS VLS FINANCE LIMITED

CIN: L65910DL1986PLC023129

Registered Office: 2nd Floor, 13, Sant Nagar, East of Kailash, New Delhi-110065
email: vls@vsnl.com, Website: www.vlsfinance.com, Phone: 011-46656666, FAX: 011-46656699

ATTENDANCE CARD TWENTY EIGHTH ANNUAL GENERAL MEETING Thursday, the 24th day of September, 2015

NAME OF THE ATTENDING MEMBER(S) (IN BLOCK LETTERS)	
* Folio No.	
DP ID No.	
Client ID No.	
No. of Shares Held	
NAME OF PROXY (IN BLOCK LETTERS, TO BE FILLED IN IF THE PROXY ATTENDS INSTEAD OF MEMBER)	

I hereby record my presence at the 28th Annual General Meeting of the Company at 24th day of September, 2015 at 3:30P.M. at The Auditorium, Sri Sathya Sai International Centre, Institutional Area, Lodhi Road, Pragati Vihar, New Delhi-110003.

* Applicable in case of shares held in physical form.


Member/ Proxy Signature

NOTES:

1. Member/Proxy wishing to attend the meeting must present this card duly filled in at the Entrance of the Venue.
2. No Gift/Coupon or equivalent will be given to members who are present in the meeting.
3. For convenience of members, persons other than member/proxy will not be allowed inside the Auditorium.

Route Map of AGM Venue



 Shri Sathya Sai International Centre,
Lodhi Road, Institutional Area,
Pragati Vihar, New Delhi-110003