

VLS Securities Limited
Regd. Off : 2nd Floor, 13, Sant Nagar, East of Kailash,
New Delhi-110065, Ph: 011-4665 6666, Fax: 011-4665 6699
CIN: U74899DL1994PLC062123, email: vls@vlssecurities.com,
website: www.vlssecurities.com

NOTICE OF 24th ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the 24th Annual General Meeting of the Members of **VLS Securities Limited** will be held at the Registered Office of the Company at 2nd Floor, 13, Sant Nagar, East of Kailash, New Delhi -110065 on Monday, 17th September, 2018 at 2:00 p. m. to transact the following business: -

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet of the Company as at 31st March, 2018 and the Statement of Profit & Loss for the year ended on that date together with the Report of Auditors and Directors thereon.
2. To appoint a Director in place of Shri T. B. Gupta (DIN: 00106181), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To fix the remuneration of Statutory Auditors and in this connection to consider and if thought fit, to pass following resolution, as an **Ordinary Resolution:**

“**RESOLVED THAT**, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the remuneration of M/s. Anil Pariek & Garg, Chartered Accountants, (Firm's Regn. No. 01676C) who were appointed as the Statutory Auditors of the Company to hold office till the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2022 shall be as determined by the Board of Directors of the Company in consultation with the audit committee for each year of their remaining tenure and that such remuneration may be paid on a progressive billing basis.”

SPECIAL BUSINESS:

- 4 **To approve the appointment of Dr. Rajeev Lochan Bishnoi (DIN: 00130335) as an Independent Director.**

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

“**RESOLVED THAT** Dr. Rajeev Lochan Bishnoi (DIN: 00130335), who was appointed by the Board as an Additional Director of the Company in the category of Independent Director w.e.f. 29/12/2017 for period of 5 years under Section 161(1) of the Companies Act, 2013 (“Act”) subject to requisite approvals and in respect of whom the Company has received a notice in writing from a member under the provisions of section 160 of the Companies Act, 2013 be and is hereby appointed as Director of the Company in the category of Independent Director, to hold office for a term of five consecutive years w.e.f. 29/12/2017 or till such earlier date to conform with the policy on retirement as may be determined by Board of Directors and/or applicable statutes, rules, regulations or guidelines and that he shall not be liable to retire by rotation.”

By Order of the Board
for VLS Securities Ltd.


(IJS Aujla)

Company Secretary
M.No. A34144

Place: New Delhi
Date : 28/07/2018

NOTES: -

1. 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.
2. 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.
3. 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 Annual General Meeting ('AGM').
4. The 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. A proxy may not vote except on a poll.
5. Members are requested to intimate the change of address, if any, to the Company at its Registered Office at 2nd Floor, 13, Sant Nagar, East of Kailash, New Delhi -110065.
6. 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.
7. All relevant documents referred to in the accompanying Notice are available for inspection by members between 11:00 a.m. to 1:00 p.m. on all working days at the Registered office of the Company upto the date of AGM.
8. Information regarding Director retiring by rotation and seeking re-appointment::

(A)

S. No	Name of the Director/ DIN	Date of Birth	Date of Appointment	Qualifications and Expertise in specific functional areas	Other Directorships	Membership/ Chairmanship in Committees of other Companies and designation as on 28/07/2018.	Whether qualified u/s 164 (2) of the Companies Act, 2013
				No. of Board meetings attended during the year			
1.	Shri T. B. Gupta 00106181	20/10/1940	30/09/2000	M. Tech. (Electrical) IIT -Kharagpur Over 50 years of experience in Industrial, Capital Markets and allied areas. He has held senior positions with U.P. Financial Corporation, Jay Engineering works, Khaitan group and VLS Finance Ltd. He is associated with VLS Group since 1992.	a) South Asian Enterprises Ltd. b) VLS Capital Limited c) Arien (New Delhi) Pvt. Ltd.	i) Stakeholders Relationship Committee - Member. NIL NIL	Yes
				2 (Two)			

Signature

(B) Shareholding of above stated Director as on 28/07/2018:

S. No.	Name of Director	No. of Equity Shares held in Company	%age of voting capital
1)	Shri T. B. Gupta	Nil	Nil

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act").

ITEM NO.3

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

M/s. Anil Pariek & Garg, Chartered Accountants, (Firm's Regn. No. 01676C) had been appointed as Statutory Auditors of the Company for a period of 5 (five) years to hold office from the conclusion of 23rd AGM till the conclusion of 28th AGM to be held in year 2022 subject to ratification in every Annual General Meeting in intervening period by the Members of the Company or any other confirmation required under the applicable regulations in force, at relevant time.

With the enforcement of Section 40 of the Companies Amendment Act, 2017 w.e.f. 07/05/2018, the provision relating to ratification of appointment of Statutory Auditors in the intervening period as envisaged in Section 139 of the Companies Act, 2013, from Members has been omitted. The amendment in relevant rules to this effect have also been made from the same date. The ratification of appointment of Statutory Auditors by the Members is, therefore, no longer required. Further, the remuneration of Statutory Auditors for each financial year during their tenure would continue to be fixed by Members for each financial year except where the Board of Directors are authorised by the Members to fix remuneration for the relevant year / remaining tenure.

Accordingly, approval of the members is sought for authorising Board of Directors to determine the remuneration of statutory auditors for each year in their remaining tenure to avoid repeated authorisation every year.

Your Board recommends the ordinary resolution set out at item no. 3 of the Notice for approval by the Members. None of the Directors or Key Managerial Personnel of the Company is, in any way, concerned or interested in the subjected resolution.

ITEM NO.4

The Board in its meeting held on 29/12/2017, concurring to the recommendation of the Nomination and Remuneration Committee had appointed Dr. Rajeev Lochan Bishnoi (DIN: 00130335) as an Additional Director of the Company subject to requisite approvals. Subsequent to his appointment as an Additional Director, Dr. Bishnoi was nominated as a member of the Audit Committee and the Nomination and Remuneration Committee of the Company. He has attended 2 (Two) Meetings of the Board held during the financial year 2017-2018.

The Company has received a notice under section 160 of the Companies Act, 2013 proposing the appointment of Dr. R. L. Bishnoi as an Independent Director of the Company.



A brief profile of Dr. R. L. Bishnoi are as under:

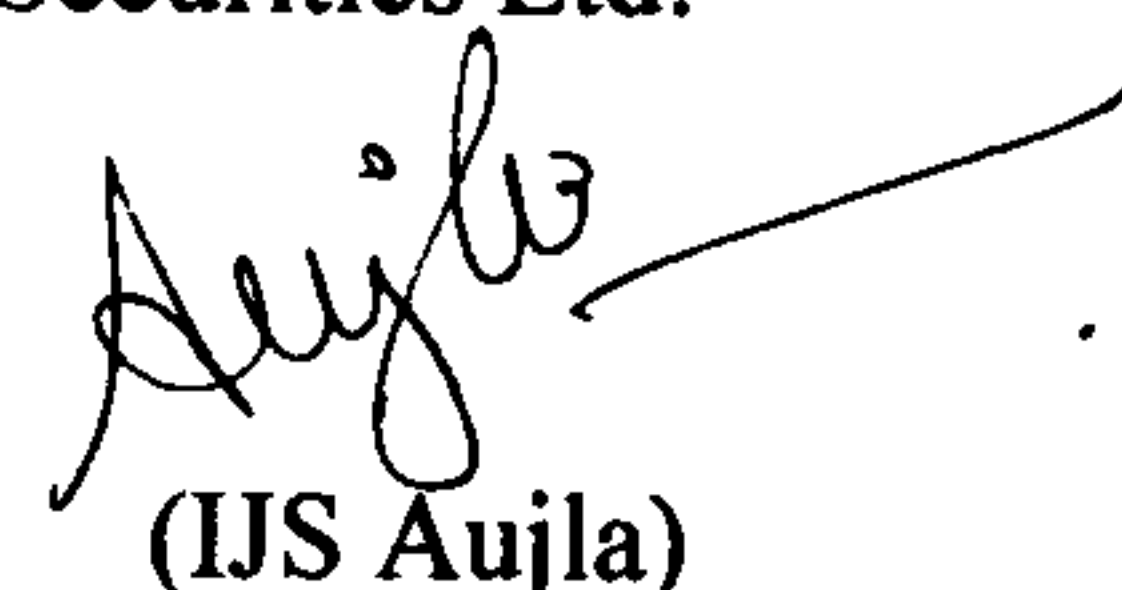
Name of Director: DIN	Dr. Rajeev Lochan Bishnoi (DIN: 00130335)
Age/Occupation	58 years/Business
Qualification	B.Com. FCA, Ph.D. (Management)
Date of appointment	29/12/2017
Brief profile	He is a Fellow member of the Institute of Chartered Accountants of India and holds a Doctorate in Management from Shobhit University currently practicing as a Chartered Accountant. He is a credit specialist and his advice focuses on balance sheet stress, risk processes and improving overall health of an enterprise. Dr. Bishnoi served as a Govt. Nominee, Part-Time Non-Official Director at Bank of India Limited from October 18, 2013 to October 18, 2016. As an Advisor and as an Educationist Dr. Bishnoi was associated with starting up several leading graduate and post graduate institutions and universities in Uttar Pradesh and Rajasthan. He was also an Advisor to the UP Export Corporation Limited. In international forum amongst others, he was invited by the Government of Kazakhstan to deliver Keynote Address at a seminar on 'The Role of Small & Medium Enterprises in the National Economy' held at Kazakhstan.
Other Directorship as on 28/07/2018.	1. VLS Capital Ltd. 2. ADS Project & Systems Pvt. Ltd. 3. BOI Merchant Banker Ltd. 4. ADS Global Knowledge Academy Pvt. Ltd.
Chairman/ Member of Audit Committee of other Companies as on 28/07/2018.	VLS Capital Ltd.-Member
Chairman/ Member of Stakeholders Relationship Committee of other Companies as on 28/07/2018.	Nil
Chairman/ Member of Nomination and Remuneration Committee of other Companies as on 28/07/2018.	VLS Capital Ltd. -Member
Chairman/ Member of CSR Committee of other Companies as on 28/07/2018.	Nil
Shareholding in the Company	Nil

The proposal to approve appointment of Dr. Rajeev Lochan Bishnoi as an Independent Director of the Company for a period of 5 years is put-up before the Annual General Meeting and your Directors recommend his appointment as an Independent Director of the Company as set out in item no. 4 of the accompanying Notice.

None of the Directors or Key Managerial Personnel or their relatives except Dr. Rajeev Lochan Bishnoi and his relatives are directly or indirectly interested in the resolution.

Place: New Delhi
Date : 28/07/2018

By Order of the Board
for VLS Securities Ltd.



(IJS Aujla)
Company Secretary
M.No. A34144

* * *

VLS Securities Limited
CIN: U74899DL1994PLC062123,
Registered Office: 2ndFloor, 13, Sant Nagar, East of Kailash, New Delhi-110065
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Phone: 011-46656666, FAX: 011-46656699

ATTENDANCE CARD
Twenty Fourth Annual General Meeting
Monday, 17th September, 2018

NAME OF THE ATTENDING MEMBERS (IN BLOCK LETTERS)	
* Folio No.	
DP ID	
Client ID	
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 24th Annual General Meeting of the Company on 17th September, 2018 at 2:00 p.m. at Registered Office: 2ndFloor, 13, Sant Nagar, East of Kailash, New Delhi-110065.

* 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 Venue.

VLS SECURITIES LIMITED
REGD. OFF. : 2ND FLOOR, 13, SANT NAGAR, EAST OF KAILASH, NEW DELHI- 110 065
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POLL PAPER

- 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, 2018 and the Statement of Profit & Loss for the year ended on that date together with the Reports of Auditors and Directors thereon.			
2	To appoint a Director in place of Shri T. B. Gupta (DIN: 00106181), who retires by rotation, and being eligible, offers himself for re-appointment.			
3	To fix the remuneration of Statutory Auditors			
4	To approve the appointment of Dr. Rajeev Lochan Bishnoi (DIN: 00130335) as an Independent Director.			

Place:

Date:

Signature of the Member (s)

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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 members(s), holder 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 24th Annual General Meeting of the Company, to be held on the 17th day of September, 2018 at 2:00 p.m. at 2nd Floor, 13, Sant Nagar, East of Kailash, New Delhi-110065 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 31st March, 2018 and the Statement of Profit & Loss for the year ended on that date together with the reports of Auditors and Directors thereon.		
2	To appoint a Director in place of Shri T. B. Gupta (DIN: 00106181), who retires by rotation, and being eligible, offers himself for re-appointment.		
3	To fix the remuneration of Statutory Auditors.		
Special Business			
4	To approve the appointment of Dr. Rajeev Lochan Bishnoi (DIN: 00130335) as an Independent Director.		

Signed this day of 2018

Affix Revenue Stamp

Signature of Shareholder-----

Signature of Proxy holder(s) -----

NOTE :

1. 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.
2. The form should be signed across the stamp by the Member as per specimen signature registered with the Company.
3. In case of joint holding, all the joint holders must sign the proxy form.
4. 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.