



**Dated d: 09<sup>th</sup> July, 2015**

To  
The Secretary,  
**The Bombay Stock Exchange Ltd,**  
P.J. Tower, Dalal Street  
Mumbai

To  
**The Secretary**  
**Calcutta Stock Exchange Limited**  
Kolkata

Dear Sir,

Sub.:- **Corporate Governance Report for Quarter ended 30<sup>th</sup> June, 2015.**

Company Code: 537820

This has reference to the revised SEBI circular No.CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 regarding Corporate Governance in Listed Companies under clause 49 of the Listing agreement, please find enclosed the quarterly compliance report on corporate governance as on 30<sup>th</sup> June, 2015 as per revised format prescribed by Stock Exchange as amended up to date duly signed by compliance officer of the company.

This is for your information and record.

Thanking you.

Yours Faithfully,  
**For VIJI FINANCE LIMITED**



**CS BHUSHAN TAMBE**  
Company Secretary and Compliance Officer



Scrip Code : 537820  
 Name of Company : VIJI FINANCE LIMITED  
 Corporate governance report for the quarter ended 30<sup>th</sup> June, 2015


| Particulars   | Clause of Listing agreement | Compliance Status Yes/No | Remarks   |
|---|-----------------------------|--------------------------|---|
| <b>II Board of Directors</b>                            | <b>49 (II)</b>              |                          |   |
| (A) Composition of Board                                | 49(IIA)                     | YES                      |   |
| (B) Independent Director                                | 49 (IIB)                    | YES                      |   |
| (C) Non-executive Directors' compensation & disclosures | 49 (IIC)                    | YES                      |   |
| (D) Other provisions as to Board and Committees         | 49 (IID)                    | YES                      |   |
| (E) Code of Conduct                                     | 49 (IIE)                    | YES                      |   |
| (F) Whistle Blower Policy                               | 49 (IIF)                    | YES                      |   |
| <b>III. Audit Committee</b>                             | <b>49 (III)</b>             |                          |   |
| (A) Qualified & Independent Audit Committee             | 49 (IIIA)                   | YES                      |   |
| (B) Meeting of Audit Committee                          | 49 (IIIB)                   | YES                      |   |
| (C) Powers of Audit Committee                           | 49 (IIIC)                   | YES                      |   |
| (D) Role of Audit Committee                             | 49 (IIID)                   | YES                      |   |
| (E) Review of Information by Audit Committee            | 49 (IIIE)                   | YES                      |   |
| <b>IV. Nomination and Remuneration Committee</b>        | <b>49 (IV)</b>              | YES                      |   |
| <b>V. Subsidiary Companies</b>                          | <b>49 (V)</b>               | N.A.                     | There is no subsidiary Company.   |
| <b>VI. Risk Management</b>                              | <b>49 (VI)</b>              | YES                      |   |
| <b>VII. Related Party Transaction</b>                   | <b>49 (VII)</b>             | YES                      |   |
| <b>VIII. Disclosures</b>                                | <b>49 (VIII)</b>            |                          |   |
| (A) Related party transactions                          | 49 (VIII A)                 | YES                      |   |
| (B) Disclosure of accounting treatment                  | 49 (VIII B)                 | YES                      | Applicable accounting standards are being complied with on a continual basis and due disclosure is made in Annual Report. |



|   |             |     |   |
|---|-------------|-----|---|
| (C) Remuneration of Directors   | 49 (VIII C) | YES |   |
| (D) Management  | 49 (VIII D) |     | Management Discussion & Analysis report is a part of Directors Report which is annually published in the Annual Report. |
| (E) Shareholders  | 49 (VIII E) | YES |   |
| (F) Proceeds from public issue, Rights Issue, Preferential Issues, etc. | 49 (VIII I) | N.A | No such proceed is generated during this quarter ended.   |
| IX. CEO/CFO Certification   | 49 (IX)     | YES | Will be complied in next Annual Report  |
| X. Report on Corporate Governance                                       | 49 (X)      | YES | Will be complied in next Annual Report  |
| XI. Compliance  | 49 (XI)     | YES | Will be complied in next Annual Report  |

Dated: 09<sup>th</sup> July, 2015  
 Place : Indore

For VIJI FINANCE LIMITED.



CS Bhushan Tambe  
 Company Secretary and  
 Compliance Officer