

Date: 28<sup>th</sup> September, 2019

To, The Secretary, Corporate Relationship Department, <b>Bombay Stock Exchange Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	To The Secretary <b>The National Stock Exchange Limited</b> Bandra Kurla Complex Mumbai
To The Secretary <b>The Calcutta Stock Exchange Limited</b> 4, Lyons Range, Dalhousie, Murgighata, B B D Bagh, Kolkata, West Bengal 700001	

**Sub: Submission of Combined Scrutinizer's Report on remote e-voting and poll conducted at 25<sup>th</sup> Annual General Meeting held on Friday, 27<sup>th</sup> September 2019 at 10:00 A.M.**

**Ref: Viji Finance Limited (BSE Scrip Code 537820; NSE Symbol: VIJIFIN  
ISIN: INE159N01027)**

Dear Sir,

With reference to the above, please find attached herewith the Consolidated Scrutinizer's Report given by the Scrutinizer on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management And Administration) Rules, 2015 and poll conducted at the 25th Annual General Meeting of the company held on Friday, 27th September 2019 at 10:00 A.M.

This is for your information and record.

Thanking You,

Yours Faithfully

**For Viji Finance Limited**

  
**Vijay Kothari**  
**Managing Director**  
**DIN: 00172878**



**COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & POLL**

To,  
The Chairman,  
25<sup>th</sup> Annual General Meeting of  
VIJI FINANCE LIMITED,  
Registered office: 11/2, Usha Ganj,  
Jaora Compound, Indore(M.P.)-452001

Dear Sir,

**SUB: Consolidated Scrutinizer's Report on Remote E-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and Poll conducted at 25<sup>th</sup> Annual General Meeting of VIJI FINANCE LIMITED held on Friday, 27<sup>th</sup> September, 2019 at 10.00 A.M.**

1. I, L. N Joshi, Practicing Company Secretary, has been appointed as a Scrutinizer by-

(i) The Board of Directors of VIJI FINANCE LIMITED in their meeting held on 27<sup>th</sup> August, 2019 for the purpose of scrutinizing the Remote E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of Companies (Management and Administration) Amendment Rules, 2015 in respect of the below mentioned resolutions transacted at the 25<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on Friday, 27<sup>th</sup> September, 2019.

(ii) The Chairman of the 25<sup>th</sup> Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the AGM of the members of the Company held on Friday, 27<sup>th</sup> September, 2019.

2. The Notice dated 27<sup>th</sup> August, 2019 along with the statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

### 3. Cut-off Date

The voting rights were reckoned on Friday, 20<sup>th</sup> September, 2019 being the cut-off date for the purpose of deciding the entitlements of members at the Remote E-voting and voting at the meeting.

### 4. Remote E-Voting

#### 4.1 Agency:

The Company had availed the E-voting facility offered by Central Depositories Services (India) Limited (CDSL) for conducting remote E-Voting by the shareholders.

#### 4.2 Remote E-Voting:

Remote E-Voting platform remained open from Tuesday, 24<sup>th</sup> September, 2019 (9.00 A.M.) up to Thursday, 26<sup>th</sup> September, 2019 (5.00 P.M.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-voting platform provided by CDSL.

### 5. Voting at AGM

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015 for the purpose of ensuring that members who have cast their votes through Remote E Voting do not vote

**Report of Scrutinizer on Remote E-Voting & Poll of VIJI FINANCE LIMITED at 25<sup>th</sup> AGM**



again at the General Meeting, the scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly CDSL, the E-voting agency provided me with the names, DP Id/ Folio Numbers and shareholding of the members who had cast their votes through remote e-voting.

5.3 Further, the chairman announced the poll at the Annual General Meeting for the shareholders who had attended the meeting and have not cast their vote earlier through remote e-voting.

## 6. RESULTS

6.1 I observed that

- 18 members had cast their votes through Remote E-voting.
- 23 members had cast their votes through poll conducted at the meeting.

I have issued separate Scrutinizer's Report for the Remote E-voting and on the Poll for the resolutions contained in the Notice to the AGM. Copy of the same are enclosed with this report. Further, I submit herewith my combined report on the results of Remote E-voting and Poll as under-

### Item No. 1-Ordinary Resolution

Receive, Consider, Approve & Adopt:

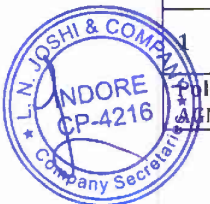
- the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	23	1216733	100%	0	0	0.00%	1216733	0	0
Remote Evoting	18	46636579	100%	0	0	0.00%	46636579	0	0
Total	41	47853312	100%	0	0	0.00%	47853312	0	0

### Item No. 2- Ordinary Resolution

Appointment of M/s Shyam Nagori & Company (FRN: 004573C) as Statutory Auditor of the Company.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	23	1216733	100%	0	0	0.00%	1216733	0	0



Remote Evoting	17	46636578	100%	1	1	Negligible	46636579	0	0
Total	40	47853311	100%	1	1	Negligible	47853312	0	0

**Item No. 3-Ordinary Resolution**

**Appointment of Mr. Ashish Verma (DIN: 07665222) as an Independent Director of the Company.**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$4 = \frac{4}{3} * 100$	5	6	$7 = \frac{6}{8} * 100$	$8 = (3+6)$	9	10
Poll at AGM	23	1216733	100%	0	0	0.00%	1216733	0	0
Remote Evoting	17	46622978	99.97%	1	13601	0.03%	46636579	0	0
Total	40	47839711	99.97	1	13601	0.03%	47853312	0	0

**Item No. 4 -Special Resolution**

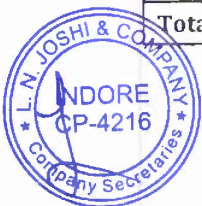
**Increase in Remuneration of Mr. Vijay Kothari(DIN: 00172878) Managing Director of the Company.**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$4 = \frac{4}{3} * 100$	5	6	$7 = \frac{6}{8} * 100$	$8 = (3+6)$	9	10
Poll at AGM	23	1216733	100%	0	0	0.00%	1216733	0	0
Remote Evoting	14	2273366	99.41%	2	13602	0.59%	2286968	0	0
Total	37	3490099	99.61%	2	13602	0.39%	3503701	0	0

**Item No. 5- Ordinary Resolution**

**Re-classification of Promoters.**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	$4 = \frac{4}{3} * 100$	5	6	$7 = \frac{6}{8} * 100$	$8 = (3+6)$	9	10
Poll at AGM	23	1216733	100%	0	0	0.00%	1216733	0	0
Remote Evoting	17	46636578	100%	1	1	Negligible	46636579	0	0
Total	40	47853311	100%	1	1	Negligible	47853312	0	0



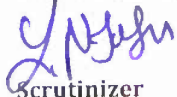
Based on the above information, you may kindly announce the result.

All relevant record of electronic voting will remain in my safe custody until the chairman of the meeting considers, approves and signs the Minutes of 25<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to Company Secretary of the company for safe keeping.

The Company is hereby instructed to put up the results on its website and also that of the service provider and inform to the stock exchange accordingly not later than 48 hours of conclusion of 25<sup>th</sup> Annual General Meeting.

Thanking you,

Yours Faithfully,



Scrutinizer

Name: L.N. Joshi

Practicing Company Secretary

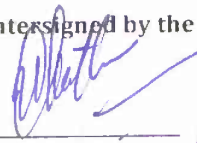
FCS: 5201; CP: 4216

Place: Indore

Date: 27.09.2019



To be Countersigned by the Chairman



Vijay Kothari



### General information about company

Scrip code	537820
NSE Symbol	VIJIFIN
MSEI Symbol	
ISIN	INE159N01027
Name of the company	VIJI FINANCE LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-09-2019
Start time of the meeting	10:00 AM
End time of the meeting	11:05 AM

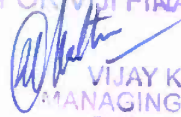
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FOR VIJI FINANCE LIMITED

  
VIJAY KOTHARI  
MANAGING DIRECTOR  
DIN : 00172878

### Scrutinizer Details

Name of the Scrutinizer	L.N. JOSHI
Firms Name	L.N. JOSHI & COMPANY
Qualification	CS
Membership Number	5201
Date of Board Meeting in which appointed	27-08-2019
Date of Issuance of Report to the company	27-09-2019

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VIJAY KOTHARI  
MANAGING DIRECTOR  
DIN : 00172878

Voting results	
Record date	20-09-2019
Total number of shareholders on record date	8191
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	2
b) Public	29
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of resolution passed in the meeting</b>	<b>5</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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VIJAY KOTHARI  
MANAGING DIRECTOR  
DIN : 00172878





Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Receive, Consider, Approve & Adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		44349611	99.9981	44349611	0	100.0000	0.0000
	Poll	44350474						
	Postal Ballot (if applicable)							
	<b>Total</b>	44350474	44349611	99.9981	44349611	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting		2286968	5.9947	2286968	0	100.0000	0.0000
	Poll	38149526	1216733	3.1894	1216733	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	<b>Total</b>	38149526	3503701	9.1841	3503701	0	100.0000	0.0000
<b>Total</b>		82500000	47853312	58.0040	47853312	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	


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VIJAY KOTHARI  
MANAGING DIRECTOR  
DIN : 00172878


Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s Shyam Nagori & Company (FRN:004573C) as Statutory Auditor of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		44349611	99.9981	44349611	0	100.0000	0.0000
	Poll	44350474						
	Postal Ballot (if applicable)							
	<b>Total</b>	44350474	44349611	99.9981	44349611	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting		2286968	5.9947	2286967	1	100.0000	0.0000
	Poll	38149526	1216733	3.1894	1216733	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	<b>Total</b>	38149526	3503701	9.1841	3503700	1	100.0000	0.0000
<b>Total</b>		82500000	47853312	58.0040	47853311	1	100.0000	0.0000
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

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FOR VIJI FINANCE LIMITED

  
VIJAY KOTHARI  
MANAGING DIRECTOR  
DIN : 00172878

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Ashish Verma (DIN: 07665222) as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		44349611	99.9981	44349611	0	100.0000	0.0000
	Poll	44350474						
	Postal Ballot (if applicable)							
	<b>Total</b>	44350474	44349611	99.9981	44349611	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting		2286968	5.9947	2273367	13601	99.4053	0.5947
	Poll	38149526	1216733	3.1894	1216733	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	<b>Total</b>	38149526	3503701	9.1841	3490100	13601	99.6118	0.3882
<b>Total</b>		82500000	47853312	58.0040	47839711	13601	99.9716	0.0284
<b>Whether resolution is Pass or Not.</b>						Yes		
Disclosure of notes on resolution						Add Notes		

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FOR VIJI FINANCE LIMITED

  
VIJAY KOTHARI  
MANAGING DIRECTOR  
DIN : 00172878

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Increase in Remuneration of Mr. Vijay Kothari(DIN: 00172878) Managing Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	44350474						
	Postal Ballot (if applicable)							
	<b>Total</b>	44350474	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting		2286968	5.9947	2273366	13602	99.4052	0.5948
	Poll	38149526	1216733	3.1894	1216733	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	<b>Total</b>	38149526	3503701	9.1841	3490099	13602	99.6118	0.3882
<b>Total</b>		82500000	3503701	4.2469	3490099	13602	99.6118	0.3882
<b>Whether resolution is Pass or Not.</b>						Yes		
Disclosure of notes on resolution						Add Notes		

  
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**VIJAY KOTHARI**  
**MANAGING DIRECTOR**  
DIN : 00172878

**Resolution (5)**

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		Re-classification of Promoters.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	44350474	44349611	99.9981	44349611	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		44350474	44349611	99.9981	44349611	0	100.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	38149526	2286968	5.9947	2286967	1	100.0000	0.0000
	Poll		1216733	3.1894	1216733	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	<b>Total</b>		38149526	3503701	9.1841	3503700	1	100.0000
<b>Total</b>		82500000	47853312	58.0040	47853311	1	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>						<b>Yes</b>		
Disclosure of notes on resolution						<b>Add Notes</b>		

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FOR VIJI FINANCE LIMITED



**VIJAY KOTHARI**  
MANAGING DIRECTOR  
DIN : 00172878