

Date: 29<sup>th</sup> September, 2018

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 24<sup>th</sup> Annual General Meeting held on Friday, 28<sup>th</sup> September 2018 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 24th Annual General Meeting of the company held on Friday, 28th September 2018 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,  
24<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 24<sup>th</sup> Annual General Meeting of VIJI FINANCE LIMITED held on Friday, 28<sup>th</sup> September, 2018 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 31<sup>st</sup> August, 2018 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 24<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on Friday, 28<sup>th</sup> September, 2018.
- (ii) The Chairman of the 24<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, 28<sup>th</sup> September, 2018.

2. The Notice dated 31<sup>st</sup> August, 2018 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, 21<sup>st</sup> September, 2018 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, 25<sup>th</sup> September, 2018 (9.00 A.M.) up to Thursday, 27<sup>th</sup> September, 2018 (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

5.1 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 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

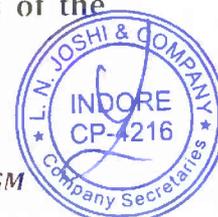
- a) 14 members had cast their votes through Remote E-voting.
- b) 26 members had cast their votes through poll conducted at the meeting.

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:**

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and



b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, 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	$4 = \frac{3}{8} * 100$	5	6	$7 = \frac{6}{8} * 100$	$8 = (3+6)$	9	10
Poll at AGM	26	1060538	100%	0	0	0	1060538	0	0
Remote Evoting	14	51920024	100%	0	0	0	51920024	0	0
Total	40	52980562	100%	0	0	0	52980562	0	0

**Item No. 2- Ordinary Resolution**

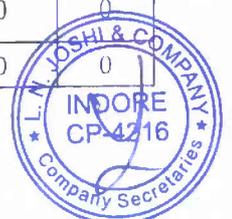
Declare dividend of Rs. 0.01/- per Equity Share of Re. 1/- each for the year ended March 31, 2018.

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	$4 = \frac{3}{8} * 100$	5	6	$7 = \frac{6}{8} * 100$	$8 = (3+6)$	9	10
Poll at AGM	26	1060538	100%	0	0	0	1060538	0	0
Remote Evoting	14	51920024	100%	0	0	0	51920024	0	0
Total	40	52980562	100%	0	0	0	52980562	0	0

**Item No. 3-Ordinary Resolution**

Re-appointment of M/s Spark & Associates, Chartered Accountants, Indore (FRN: 005313C) 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	$4 = \frac{3}{8} * 100$	5	6	$7 = \frac{6}{8} * 100$	$8 = (3+6)$	9	10
Poll at AGM	26	1060538	100%	0	0	0	1060538	0	0
Remote Evoting	14	51920024	100%	0	0	0	51920024	0	0
Total	40	52980562	100%	0	0	0	52980562	0	0



**Item No. 4 - Ordinary Resolution**

**Approve the expenses for service of Documents of Members.**

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	26	1060538	100%	0	0	0	1060538	0	0
Remote Evoting	14	51920024	100%	0	0	0	51920024	0	0
<b>Total</b>	<b>40</b>	<b>52980562</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>52980562</b>	<b>0</b>	<b>0</b>

**Item No. 5- Special Resolution**

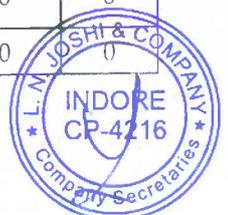
**Appointment of Mr. Vijay Kothari (DIN: 00172878) as a Managing Director of the Company.**

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	$4 = (3/8) * 100$	5	6	$7 = (6/8) * 100$	$8 = (3+6)$	9	10
Poll at AGM	26	1060538	100%	0	0	0	1060538	0	0
Remote Evoting	12	2367096	100%	0	0	0	2367096	0	0
<b>Total</b>	<b>38</b>	<b>3427634</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>3427634</b>	<b>0</b>	<b>0</b>

**Item No. 6- Special Resolution**

**Re-appointment of Mr. Suresh Singh Jain (DIN: 03584190) 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	$4 = (3/8) * 100$	5	6	$7 = (6/8) * 100$	$8 = (3+6)$	9	10
Poll at AGM	26	1060538	100%	0	0	0	1060538	0	0
Remote Evoting	14	51920024	100%	0	0	0	51920024	0	0
<b>Total</b>	<b>40</b>	<b>52980562</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>52980562</b>	<b>0</b>	<b>0</b>



**Item No. 7- Ordinary Resolution**

**Appointment of Mrs. Juhee Verma (DIN: 07691682) 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 Membrs Voted	No. of Votes	% of Total Number of Valid Votes	No. of Membrs Voted	No. of Votes	% of Total Number of Valid Votes		No. of Membrs	No. of Votes
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	26	1060538	100%	0	0	0	1060538	0	0
Remote Evoting	14	51920024	100%	0	0	0	51920024	0	0
<b>Total</b>	<b>40</b>	<b>52980562</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>52980562</b>	<b>0</b>	<b>0</b>

**Item No. 8- Special Resolution**

**Consolidation on Face Value of Equity Shares of the Company.**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Membrs Voted	No. of Votes	% of Total Number of Valid Votes	No. of Membrs Voted	No. of Votes	% of Total Number of Valid Votes		No. of Membrs	No. of Votes
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	0	0	0	26	1060538	100%	1060538	0	0
Remote Evoting	1	225	Negligible	13	51919799	100%	51920024	0	0
<b>Total</b>	<b>1</b>	<b>225</b>	<b>Negligible</b>	<b>39</b>	<b>52980337</b>	<b>100%</b>	<b>52980562</b>	<b>0</b>	<b>0</b>

**Item No. 9- Special Resolution**

**Alteration to Memorandum of Association of the Company.**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Membrs Voted	No. of Votes	% of Total Number of Valid Votes	No. of Membrs Voted	No. of Votes	% of Total Number of Valid Votes		No. of Membrs	No. of Votes
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	0	0	0	26	1060538	100%	1060538	0	0
Remote Evoting	1	225	Negligible	13	51919799	100%	51920024	0	0
<b>Total</b>	<b>1</b>	<b>225</b>	<b>Negligible</b>	<b>39</b>	<b>52980337</b>	<b>100%</b>	<b>52980562</b>	<b>0</b>	<b>0</b>



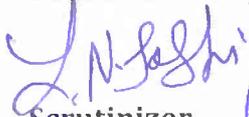
Based on the above information, you may kindly announce the result.

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 24<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 24<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: 28.09.2018**



**To be Countersigned by the Chairman**



**Vijay Kothari**

