

Date: 30<sup>th</sup> September, 2021

To, The Secretary, Corporate Relationship Department, <b>BSE 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 Consolidated Scrutinizer's Report on Remote E-voting and e-voting facility during the 27<sup>th</sup> Annual General Meeting of the Company.**

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

Dear Sir,

The 27<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, 29<sup>th</sup> September 2021 at 11.30 a.m. (IST) through video conference (VC)/other audio visual means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India.

In terms of the provisions of the Companies Act, 2013 and the Listing Regulations, the Company had provided remote e-voting facility and e-voting facility (Insta Poll) at the AGM. Mr. L. N. Joshi, Practicing Company Secretary scrutinized the remote e-voting process and e-voting (Insta Poll) at the AGM. The Scrutinizer's Report dated 30<sup>th</sup> September 2021 is attached as **Annexure 1**.

All resolutions as set out in the Notice of the AGM were approved by the shareholders with requisite majority.

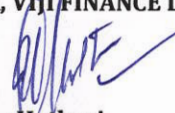
In terms of the provisions of Regulation 44 of the Listing Regulations, the details of the results of voting held through remote e-voting and e-voting at the AGM (Insta Poll) is attached as **Annexure 2**.

Kindly take the same on record.

Thanking You,

Yours Faithfully,

FOR, VIJI FINANCE LIMITED

  
**Vijay Kothari**  
Chairman of the 27<sup>th</sup> Annual General Meeting  
DIN: 0172878  
Enc: a/a







**L N JOSHI & CO.**

**PRACTISING COMPANY SECRETARY**

122, Krishna Business Centre, 11, P.U. 4, Next to Medanta Hospital,  
Rasoma Square, Indore - 452010 (M.P.) | Ph.: (0731) 4266708, 4959087

**L N Joshi**

M. Com., LL.B. (Hons), FCS  
Insolvency Professional

Cell

+91 94250 60308

E-mail

lnjoshics@gmail.com

**Combined Scrutinizer's Report**

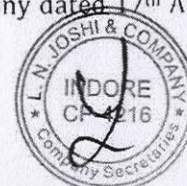
[Pursuant to Sections 108 of the Companies Act 2013 read with Rule 20 of the Companies  
(Management and Administrations) Rules 2014 as amended]

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

**SUB: Combined Scrutinizer's Report on Remote E-Voting and E-voting facility during the AGM (Insta Poll) to the members attending through Video Conferencing/Other Audio Visual Means (VC/OAVM) in respect of the 27<sup>th</sup> Annual General Meeting of Viji Finance Limited held on Wednesday, 29<sup>th</sup> September, 2021 at 11.30 A.M. (IST).**

Dear Sir,

I, L. N. Joshi, Practising Company Secretary, at 122, Krishna Business Centre, 11, P U 4, Next to Medanta Hospital, Rasoma Square, Indore (M.P.) 452010, have been duly appointed as the Scrutinizer on 17<sup>th</sup> August, 2021 in the meeting of the Board of Directors of Viji Finance Limited (hereinafter referred to as "the Company") for the purpose of scrutinizing remote e-voting process and e-voting at the 27<sup>th</sup> Annual General Meeting ("AGM"), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circulars No.20/2020 dated 5<sup>th</sup> May, 2020, read with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 13<sup>th</sup> January, 2021 issued by the Ministry of Corporate Affairs (Collectively referred to as 'MCA Circulars') and in accordance with the circular dated 12<sup>th</sup> May, 2020 read with circular dated 15<sup>th</sup> January, 2021 issued by the Securities and Exchange Board of India (Collectively referred to as 'SEBI Circulars') on the proposed resolutions contained in notice of 27<sup>th</sup> Annual General Meeting of the members of the Company dated 17<sup>th</sup> August, 2021 (the "notice").



**Report of Scrutinizer on Remote E-Voting and E-Voting at the 27<sup>th</sup> AGM of VIJI FINANCE LIMITED**

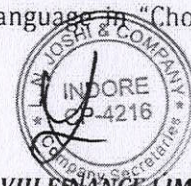


The Management of the Company is responsible to ensure the compliance of the requirements of the Act, Rules and circulars issued by Ministry of Corporate Affairs and SEBI relating to remote e-voting and e-voting during the 27<sup>th</sup> AGM on the proposed resolutions contained in the Notice. My responsibility as a Scrutinizer for the process of voting through remote e-voting and e-voting during the 27<sup>th</sup> AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice, based on the reports generated from the e-voting system provided by Central Depositories Services (India) Limited (CDSL), the agency authorized under the Rules and engaged by the Company, to provide platform for voting through remote e-voting and e-voting during the 27<sup>th</sup> AGM and platform for VC/OAVM facility for participation in the 27<sup>th</sup> AGM.

As mentioned in the Notice the proceedings of the AGM were deemed to be conducted at the Registered Office of the Company and the same was deemed to be the venue of AGM.

I do hereby submit my Report as under:-

- (i) The Company had appointed Central Depositories Services (India) Limited (CDSL) as the **service provider**, for the purpose of extending the facility of Remote E-Voting to the Members of the Company and for voting electronically at the meeting.
- (ii) Ankit Consultancy Private Limited is the Registrar and Transfer Agent ("**RTA**") of the Company.
- (iii) CDSL had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the meeting on all the items of the business sought to be transacted in the 27<sup>th</sup> AGM of the Company, which was held on Wednesday, 29<sup>th</sup> September, 2021.
- (iv) The voting rights were reckoned on Wednesday, 22<sup>nd</sup> September, 2021, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting during the 27<sup>th</sup> Annual General Meeting.
- (v) Remote E-Voting platform remained open from Sunday, 26<sup>th</sup> September, 2021 (9.00 A.M.) up to Tuesday, 28<sup>th</sup> September, 2021 (5.00 P.M.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the e-voting platform provided by CDSL.
- (vi) As prescribed in clause 3(A)(IV) of the Circular dated 5<sup>th</sup> May, 2020 read with Circular dated 13<sup>th</sup> January, 2021 issued by MCA, which is forming part of the MCA & SEBI CIRCULARS, the Company had released an advertisement prior to sending Notice of AGM to the Members which was published in English language in "Free Press Journal" (Indore and Mumbai Edition) and in Hindi language in "Choutha Sansar" both on **03<sup>rd</sup> September, 2021**.



**Report of Scrutinizer on Remote E-Voting and E-Voting at the 27<sup>th</sup> AGM of VIJI FINANCE LIMITED**



- (vii) As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement after completion of dispatch of Notice along with Annual Report to Members, which was published in English language in "Free Press Journal" (Indore and Mumbai Edition) and in Hindi language in "Choutha Sansar" both on **07<sup>th</sup> September, 2021**.
- (viii) At the end of the voting period on **28<sup>th</sup> September, 2021 at 5.00 P.M. (IST)**, the voting portal of service provider was blocked.
- (ix) CDSL provided me the names, DP ID/folio numbers and shareholding of Members who had cast their votes through remote e-voting.
- (x) At the 27<sup>th</sup> AGM of the Company held through VC/OAVM, on Wednesday, 29<sup>th</sup> September 2021, after considering all the items of the business, the facility to vote electronically through insta poll was provided to facilitate those members who are attending the meeting through VC/OAVM but did not participate in the Remote E-voting to cast their votes. On 29<sup>th</sup> September, 2021, after tabulating the votes cast electronically by the system provided by CDSL, the votes cast through E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Neha Rajoriya and Ms. Shweta Verma who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the Rule 20 of the Companies (Management and Administration) Rules, 2014. After the voting by electronic means the votes cast through E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

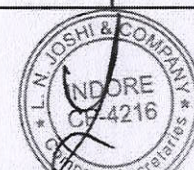
I submit my Combined Scrutinizer's Report on the results of voting through remote e-voting and e-voting during the 27<sup>th</sup> AGM as under:

**Item No. 1 - Ordinary Resolution**

**To Receive, Consider And Adopt:**

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 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, 2021, together with the report of the Auditors thereon.

Manner of Voting	Votes in favour of the Resolution	Votes against the Resolution	Total valid	Invalid Votes
------------------	-----------------------------------	------------------------------	-------------	---------------



**Report of Scrutinizer on Remote E-Voting and E-Voting at the 27<sup>th</sup> AGM of VIJIT FINANCE LIMITED**



	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	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
Remote E-voting	56	44706394	99.999	1	488	0.001	44706882	0	0
E-voting during the AGM	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>56</b>	<b>44706394</b>	<b>99.999</b>	<b>1</b>	<b>488</b>	<b>0.001</b>	<b>44706882</b>	<b>0</b>	<b>0</b>

**Item No. 2- Special Resolution**

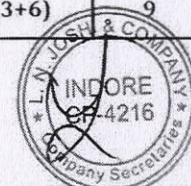
**Re-appointment of Mr. Vijay Kothari (DIN: 00172878), as Managing Director of the Company:**

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
Remote E-voting	51	1598582	99.96	3	689	0.04	1599271	0	0
E-voting during the AGM	0	0	0	0		0	0	0	0
<b>Total</b>	<b>51</b>	<b>1598582</b>	<b>99.96</b>	<b>3</b>	<b>689</b>	<b>0.04</b>	<b>1599271</b>	<b>0</b>	<b>0</b>

**Item No. 3- Special Resolution**

**Appointment of Mr. Nitesh Gupta (DIN: 09248507), as Director as well as Whole-Time 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



**Report of Scrutinizer on Remote E-Voting and E-Voting at the 27<sup>th</sup> AGM of VIJI FINANCE LIMITED**



Remote E-voting	53	44705788	99.998	4	1094	0.002	44706882	0	0
E-voting during the AGM	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>53</b>	<b>44705788</b>	<b>99.998</b>	<b>4</b>	<b>1094</b>	<b>0.002</b>	<b>44706882</b>	<b>0</b>	<b>0</b>

Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through electronic voting at the AGM.

Based on the above information, you may kindly announce the result of remote e-voting prior and during the AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from the Service Provider in respect of the votes cast through Remote E-Voting and voting conducted at AGM by way of electronic means by the Members of the Company. All relevant record of electronic voting prior and during the 27<sup>th</sup> AGM will remain in my safe custody until the Chairman of the meeting considers, approves and signs the Minutes of 27<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman of the Meeting and the 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 27<sup>th</sup> Annual General Meeting.

Thanking you,  
Yours Faithfully

*L.N. Joshi*  
Scrutinizer

Name: L.N. Joshi  
Practicing Company Secretary  
FCS: 5201; CP: 4216



To be Countersigned by the Chairman

*Vijay Kothari*

Vijay Kothari



Date: 30<sup>th</sup> September, 2021

Place: Indore

UDIN: F005201C001042996

The following were the witnesses to the unblocking the vote cast through remote E-voting.

*Neha*

Ms. Neha Rajoriya

*Shweta*

Ms. Shweta Verma

**Report of Scrutinizer on Remote E-Voting and E-Voting at the 27<sup>th</sup> AGM of VIJI FINANCE LIMITED**

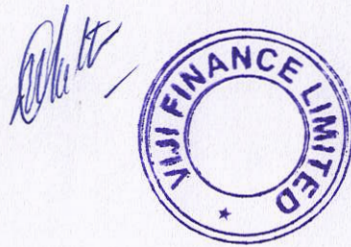


<b>General information about company</b>	
Scrip code	537820
NSE Symbol	VIJIFIN
MSEI Symbol	NOTLISTED
ISIN	INE159N01027
Name of the company	VIJI FINANCE LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-09-2021
Start time of the meeting	11:30 AM
End time of the meeting	11:41 AM




Scrutinizer Details	
Name of the Scrutinizer	L.N.JOSHI
Firms Name	L.N.JOSHI AND COMPANY
Qualification	CS
Membership Number	5201
Date of Board Meeting in which appointed	17-08-2021
Date of Issuance of Report to the company	30-09-2021





<b>Voting results</b>	
Record date	22-09-2021
Total number of shareholders on record date	16080
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	2
b) Public	34
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	






Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				ITEM No. 1:- TO RECEIVE, CONSIDER AND ADOPT: (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 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, 2021, together with the report of the Auditors thereon.				
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	43089611	43089611	100	43089611	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		43089611	43089611	100	43089611	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	39410389	1617271	4.1037	1616783	488	99.9698	0.0302
	Poll							
	Postal Ballot (if applicable)							
	Total		39410389	1617271	4.1037	1616783	488	99.9698
Total		82500000	44706882	54.1902	44706394	488	99.9989	0.0011
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								






Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

*[Handwritten signature]*



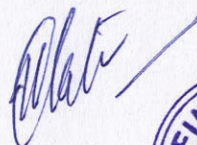


Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				RE-APPOINTMENT OF MR. VIJAY KOTHARI (DIN: 00172878) AS MANAGING DIRECTOR OF THE COMPANY				
Category	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	0	0	0	0
	Poll	43089611						
	Postal Ballot (if applicable)							
	Total	43089611	0	0	0	0	0	0
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		1599271	4.058	1598582	689	99.9569	0.0431
	Poll	39410389						
	Postal Ballot (if applicable)							
	Total	39410389	1599271	4.058	1598582	689	99.9569	0.0431
Total		82500000	1599271	1.9385	1598582	689	99.9569	0.0431
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								




Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPOINTMENT OF MR. NITESH GUPTA (DIN: 09248507) AS DIRECTOR AS WELL AS WHOLE-TIME 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	43089611	43089611	100	43089611	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		43089611	43089611	100	43089611	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	39410389	1617271	4.1037	1616177	1094	99.9324	0.0676
	Poll							
	Postal Ballot (if applicable)							
	Total		39410389	1617271	4.1037	1616177	1094	99.9324
Total		82500000	44706882	54.1902	44705788	1094	99.9976	0.0024
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

*[Handwritten Signature]*

**VIRJI FINANCE LIMITED**



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

