



# VIJI FINANCE LIMITED

CIN: L65192MP1994PLC008715

Registered Office: 11/2, Usha Ganj, Jaora Compound, Indore (M.P.)-452001  
Tel. 0731-4246092, Email id- info@vijifinance.com, Website-www.vijifinance.com

Date: 30<sup>th</sup> November, 2023

To, The Secretary (DCS/Compliance), Corporate Relationship Department, <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	To, The Secretary (Listing/Compliance), <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex Mumbai-400001
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 e-voting facility during the Extra-Ordinary General Meeting of the Company held on 30<sup>th</sup> November, 2023.**

**Reference: VIJI FINANCE LIMITED (BSE Scrip Code 537820, NSE Symbol: VIJIFIN; CSE Scrip Code: 032181; ISIN: INE159N01027)**

Dear Sir,

An Extra-Ordinary General Meeting (EGM) of the Company was held today i.e. on Thursday, 30<sup>th</sup> November 2023 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 during EGM. Mr. L. N. Joshi, Practicing Company Secretary scrutinized the remote e-voting process and e-voting during EGM. The Scrutinizer's Report dated 30<sup>th</sup> November 2023 is attached herewith.

The resolution as set out in the Notice of the EGM was 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 EGM is also attached.

Kindly take the same on record.

Thanking You,

Yours Faithfully,

**FOR, VIJI FINANCE LIMITED**

**Vijay Kothari**  
**Chairman of the EGM**  
**DIN: 00172878**  
**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

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E-mail

lnjoshics@gmail.com

### **COMBINED SCRUTINIZER'S REPORT**

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

To,  
The Chairman,  
**Extra-Ordinary General Meeting of  
VIJI FINANCE LIMITED,**  
Registered Office: 11/2, Usha Ganj  
Jaora Compound, Indore (M.P.) 452001

**Subject: Combined Scrutinizer's Report on Remote E-Voting and E-voting facility during the EGM to the members attending through Video Conferencing/other Audio Visual means (VC/OAVM) in respect of the Extra-Ordinary General Meeting of Viji Finance Limited held on Thursday, 30<sup>th</sup> November, 2023 at 11.30 A.M. (IST).**

Dear Sir,

I, L. N. Joshi, Practicing Company Secretary, having office 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 31<sup>st</sup> October, 2023 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 Extra-Ordinary General Meeting ("EGM"), 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"), Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India pursuant to Section 118(10) of Companies Act, 2013, read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated 5<sup>th</sup> May, 2022, General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 and read with subsequent General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (Collectively referred to as 'MCA Circulars') and in accordance with the Circular No.

**Report of Scrutinizer on Remote E-Voting and E-Voting at the Extra-Ordinary General Meeting of Viji Finance Limited**





SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 and read with subsequent Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated 6<sup>th</sup> October, 2023 issued by Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars') on the proposed resolution contained in Notice of Extra-Ordinary General Meeting of the members of the Company dated 31<sup>st</sup> October, 2023 (the "Notice").

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 EGM on the proposed resolution contained in the Notice. My responsibility as a Scrutinizer for the process of voting through remote e-voting and e-voting during the EGM 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 EGM and platform for VC/OAVM facility for participation in the EGM.

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

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 EGM of the Company, which was held on Thursday, 30<sup>th</sup> November, 2023.
- (iv) The voting rights were reckoned on Thursday, 23<sup>rd</sup> November, 2023, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting during the Extra-Ordinary General Meeting.
- (v) Remote E-voting platform remained open from Monday, 27<sup>th</sup> November, 2023 (9:00 A.M.) up to Wednesday, 29<sup>th</sup> November, 2023 (5:00 P.M.) and members were given an

*Report of Scrutinizer on Remote E-Voting and E-Voting at the Extra-Ordinary General Meeting of Viji Finance Limited*



option to cast their votes electronically conveying their assent or dissent in respect of the Resolution 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, 28<sup>th</sup> December, 2022 and read with Circular dated 25<sup>th</sup> September, 2023 issued by MCA, which is forming part of the MCA and SEBI Circulars, the Company had released an advertisement prior to sending Notice of EGM 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 **2<sup>nd</sup> November, 2023**.

(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 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 **7<sup>th</sup> November, 2023**.

(viii) At the end of the remote e-voting period on **29<sup>th</sup> November, 2023 at 5.00 P.M. (IST)**, the remote e-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 EGM after considering all the item of the business, the facility to vote electronically at EGM 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 30<sup>th</sup> November, 2023, after tabulating the votes cast electronically by the system provided by CDSL, the votes cast through Remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Shivam Patwa and Ms. Yaashi Jain 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 remote 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 EGM as under:

#### **RESOLUTION 1: SPECIAL RESOLUTION**

#### **INCREASE IN AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE 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 Member	No. of Votes	% of Total Number	No. of Members	No. of Votes	% of Total Number of		No. of Members	No. of Votes

*Report of Scrutinizer on Remote E-Voting and E-Voting at the Extra-Ordinary General Meeting of Viji Finance Limited*





	s Voted		of Valid Votes	Voted		Valid Votes			
1	2	3	4= (3/8)*100	5	6	7= (6/8)*100	8=(3+6)	9	10
Remote E-voting	56	35384583	100.00	0	0	0	35384583	0	0
E-voting during the EGM	1	558935	100.00	0	0	0	558935	0	0
<b>Total</b>	<b>57</b>	<b>35943518</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>35943518</b>	<b>0</b>	<b>0</b>

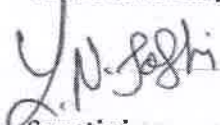
Percentage of votes cast in favour or against the resolutions is calculated based on the valid votes cast through Remote e-voting and through electronic voting at the EGM.

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

All relevant record of electronic voting prior and during the EGM will remain in my safe custody until the Chairman of the meeting considers, approves and signs the Minutes of Extra-Ordinary 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 along with this report 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 Extra-Ordinary General Meeting.

Thanking you,  
Yours faithfully,



Scrutinizer

Name: L. N. Joshi

Practicing Company Secretary

FCS: 5201; CP: 4216

UDIN: F005201E002746269

Peer Review Certificate No. 1722/2022

Unique Code No. S2002MP836100



to be countersigned by the Chairman



Vijay Kothari



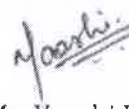
Date: 30<sup>th</sup> November, 2023

Place: Indore

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



Mr. Shivam Patwa



Ms. Yaashi Jain

**Report of Scrutinizer on Remote E-Voting and E-Voting at the Extra-Ordinary General Meeting of Viji Finance Limited**

**General information about company**

Scrip code	537820
NSE Symbol	VIJIFIN
MSEI Symbol	NOTLISTED
ISIN	INE159N01027
Name of the company	VIJI FINANCE LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-11-2023
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	31-10-2023
Date of Issuance of Report to the company	30-11-2023

<b>Voting results</b>	
Record date	23-11-2023
Total number of shareholders on record date	49615
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	1
b) Public	39
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	Textual Information(1)



**Text Block**

Textual Information(1)

The Registered Office of the Company has been deemed as the venue for the meeting and the proceedings of the Extra-ordinary General Meeting have been deemed to be made thereat

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in Authorized Share Capital and Consequent Alteration of the Memorandum of Association 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	35222315	35222315	100	35222315	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		35222315	35222315	100	35222315	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	47277685	721203	1.5255	721203	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		47277685	721203	1.5255	721203	0	100
Total		82500000	35943518	43.5679	35943518	0	100	0
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	