

VIJI FINANCE LIMITED

22nd ANNUAL REPORT

2015 - 2016

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BOARD OF DIRECTOR'S

- | | | |
|---------------------------|---|------------------------|
| 1. SHRI VIJAY KOTHARI | - | NON EXEUCTIVE DIRECTOR |
| 2. SHRI MANISH TAMBHI | - | WHOLE TIME DIRECTOR |
| 3. SHRI HIREN KAMDAR | - | INDEPENDENT DIRECTOR |
| 4. SHRI SURESH SINGH JAIN | - | INDEPENDENT DIRECTOR |
| 5. MS. ROSHANI MAHESHWARI | - | INDEPENDENT DIRECTOR |

COMPANY SECRETARY:

CS STUTI SINHA

CHIEF FINANCIAL OFFICER:

Mr. SIDDHANT SHARMA

REGISTERED OFFICE:

VIJJI FINANCE LIMITED
L65192MP1994PLC008715
11/2, USHA GANJ,
JAORA COMPOUND INDORE
(M.P.)- 452001
Tel. 0731-4246092
Email id- info@vijjifinance.com
Website-www.vijjifinance.com

CORPORATE OFFICE:

501-E, Poonam Chambers
Dr. Annie Besant Road
Worli (South)
Mumbai - 400018 M.H

STATUTORY AUDITORS:

M/s. SPARK & ASSOCIATES,
CHARTERED ACCOUNTANTS
INDORE (M.P.)

BANKERS:

ICICI BANK LTD,
194, JAORA COMPOUND
WARD NO. 41,
INDORE (M.P.) - 452001

REGISTRAR AND SHARE TRANSFER AGENT

Ankit Consultancy Pvt. Ltd.
Plot No. 60, Electronic Complex, Pardeshipura
Indore (M.P.)-452010
Tel.:0731-2551745, 2551746, Fax:0731-4065798
Email id- ankit_4321@yahoo.com

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



NOTICE OF 22ND ANNUAL GENERAL MEETING

NOTICE is hereby given that 22nd Annual General Meeting of the Members of **VIJI FINANCE LIMITED** will be held on Monday, 26th September, 2016 at 10.00 A.M. at the Registered office of the company situated at 11/2, Usha Ganj, Jaora Compound, Indore (M.P.)-452001, to transact the following businesses:-

ORDINARY BUSINESSES:-

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2016, together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares of the Company for the year ended March 31, 2016.
3. To appoint a Director in place of Mr. Vijay Kothari (DIN: 00172878), who retires by rotation and being eligible offers himself for re-appointment.
4. To consider ratification of appointment of Auditors of the Company:-

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) the appointment of M/s Spark & Associates, Chartered Accountants (ICAI Firm Registration No. 005313C), as Auditors of the Company for a term of three years i.e. till the conclusion of the 24th Annual General Meeting to be held in the year 2018, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this 22nd Annual General Meeting till the conclusion of 24th Annual General Meeting of the Company to be held in the year 2018, at such remuneration, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESSES:-

ITEM No. 5- INCREASE IN REMUNERATION OF MR. MANISH TAMBHI (DIN: 00172883) WHOLE TIME DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 197, 198, 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 or any amendments, modifications, re-enactments thereof in force from time to time in this behalf, consent of the Members of the Company be and are hereby accorded to Increase the terms of remuneration payable to Mr. Manish Tambi (DIN:00172883), Whole Time Director of the company from Rs.50,000/- (Fifty Thousand) to Rs.100,000/- (One Lacs) per month with effect from 01st June 2015 as set out hereunder:-

a) Salary: Rs. 1,00,000/- (Rupees One Lacs only) per month and other terms and conditions will remain same.

b) Perquisites: In addition to the above salary Shri Manish Tambi (DIN:00172883), Whole Time Director shall also be entitled to the perquisites (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furnishings, chauffeur driven car and telephone at residence, medical reimbursement, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to 25% of annual salary per annum.”

“RESOLVED FURTHER that where in any financial year the Company has no profits, or its profits are inadequate during the term of office of Mr. Manish Tambi, Whole Time Director of the Company, the remuneration aforesaid shall be minimum remuneration.”

“RESOLVED FURTHER that the Board of Directors be and are hereby authorized to vary, alter, increase or enhance/change from time to time, the terms and conditions of appointment and remuneration of Mr. Manish Tambi, Whole Time Director of the Company, subject to the limit laid down under the applicable provisions of the Companies Act, 2013 and subject to the requisite approvals, if any, being obtained”

“RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper.”

ITEM No. 6- RELATED PARTY TRANSACTION

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:-

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions of the Companies Act, 2013 Wherever applicable (‘the Act’) read with The Companies (Meetings of Board and its Powers) Rules, 2014, and regulation 23 of SEBI (Listing obligation and Disclosure Requirements) Regulations 2015 and subject to such other approvals, consents, permissions and

sanctions of other authorities as may be necessary, consent of the Members of the Company be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to ratify/approve all existing contracts/ arrangements / agreements / transactions and to enter into new/further contracts/arrangements/ agreements / transactions (including any modifications, alterations or amendments thereto), in the ordinary course of business and on arm's length basis with Director of the Company Mr Vijay Kothari up to the limit of Rs. 10 Crores (Rupees Ten Crores only) per year , in one or more tranches, and on such other terms and conditions as may be mutually agreed between the both parties".



"RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to sign all such documents, agreements and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected

By order of the Board of Directors
FOR VIJI FINANCE LIMITED

Stuti Sinha
Company Secretary
ACS-42371

Date: 10th August, 2016
Place: Indore
VIJI FINANCE LIMITED
CIN: L65192MP1994PLC008715
Registered Office: 11/2, Usha Ganj,
Jaora Compound.
Indore-M.P. 452001

NOTES:-

● **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.**

● During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.

- Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filed and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

- In order to enable us to register your attendance at the venue of the Annual General meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give a duly filled attendance slip for your signature and participation at the meeting.

- The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the Notice is annexed herewith.

- Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer book of the Company will remain closed during the period from Saturday, 24th Day of September, 2016 to Monday 26th Day of September, 2016 (both days inclusive) for the purpose of payment of dividend to those members whose name stand on the Register of Members as on Friday 23rd September, 2016. The Dividend in respect of equity shares held in electronic form will be payable to the beneficial owner of the equity shares as at the end of business hours on Friday 23rd September, 2016, as per the details furnished by the depositories for this purpose & all those members holding shares in physical form after giving effect to all valid share transfers lodged with the Company before closing hours on Friday 23rd September, 2016.

- As per circular dated 21 March 2013, issued by Securities and Exchange Board of India, companies whose securities are listed on the stock exchanges are required to use electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, dividend, if declared, will be paid through National Electronic Clearing Service (NECS)/Electronic Clearance Service (ECS), wherever the facility is available. Where dividend payments are made through NECS/ECS, intimations regarding such remittance would be sent separately to the members. In case where the dividend cannot be paid through NECS/ECS, the same will be paid by account payee/non-negotiable instruments with bank account details printed thereon. For enabling the payment of dividend through electronic mode, members holding shares in physical form are requested to furnish, on or before Friday 23rd September 2016, updated particulars of their bank account, to the share transfer agent of the Company i.e. Ankit Consultancy Private Limited along with a photocopy of a 'cancelled' cheque of the bank account. Beneficial owners holding shares in electronic form are requested to furnish their bank particulars to their respective depository participants and make sure that such changes are recorded by them correctly on or before Friday 23rd September 2016.

- Subject to the provisions of the Section 123 of Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the ensuing annual general meeting will be Dispatched/paid/credited on or after 30th September, 2016.

- The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) for transactions involving transfer of shares. Therefore, members

holding shares in physical form are requested to furnish their PAN along with self attested photocopy of PAN card to the R&TA. Members holding shares in demat mode are requested to register the details of PAN with their DPs.



- Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the ensuing AGM are provided in Annexure 1 of this Notice.

- Pursuant to the provision of section 205A and 205C of the Companies Act, 1956 dividend which remain unclaimed for a period of seven years from the date of transfer dividend to the unpaid dividend account are required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members who have not encashed the dividend warrant(s) till date are requested to make their claim directly to the company or to M/s Ankit Consultancy Private Limited(R&TA), without any delay. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

The Ministry of Corporate Affairs ('MCA') on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends, as on the date of last AGM i.e. September 17, 2015, on the website of the IEPF viz. www.iepf.gov.in and under Financial Report section on the website of the Company viz. www.vijifinance.com.

- Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of annual general meeting and the Annual Report, including financial statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding electronic copy of the Annual Report for 2016 to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2016 is being sent in the permitted mode. Members who have not yet register their e-mail id are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demat mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.

- All the Documents referred to in the accompanying notice and the explanatory statement will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 11.00 a.m. to 1.00 p.m. except holidays, upto the date of the ensuing annual general meeting.

- Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.

- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio/DPID number in all their correspondence.
 - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
 - e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2015-16 will also be available on the Company's website i.e www.vijifinance.com
- Route map for the venue of Annual General meeting with prominent land mark is annexed with this Notice.
- The Members who still hold shares in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- Members are requested to send their queries relating to accounts and operations to the Company Secretary, at least 7 days in advance so that the information can be made available at the meeting.
- Members who are holding shares in identical order of names in more than one folio are requested to send to the company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. The members are requested to use New Share Transfer Form SH-4 for this purpose.
- Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore(M.P.)
- The Company has designated an exclusive email ID : info@vijifinance.com which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.
- The businesses as set out in the Notice may be transacted through electronic voting system and the Company shall provide a facility for voting by electronic means. In compliance with 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 MCA vide its notification dated

March 19, 2015 and Regulation 44 of The SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015, the company is pleased to offer the facility of “remote e-voting” (e-voting from a place other than venue of the AGM) as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for remote e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and remote e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. For E-voting facility, the Company has entered in to an agreement with the CDSL for facilitating remote E-voting. The Procedure and instructions for E-voting given below:




Instructions for shareholders voting through electronic means:

- (i) The e-voting period begins on Friday, 23rd September, 2016 from 9.00 A.M. and ends on Sunday, 25th September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday 19th September, 2016, may cast their vote electronically in proportion to their shares in the paid up equity share capital of the company. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <VIJI FINANCE LTD> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page. 
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m- Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the log in should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) Mr. L.N. Joshi, Practicing Company Secretary (Membership No. F5201) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and transparent manner.
- (xxii) The Scrutinizer shall after scrutinizing the vote cast at the AGM (Poll) and through Remote E-Voting not later than three days conclusion of AGM, make and submit a consolidated scrutinizers report to the Chairman. The Results declared along with the consolidated scrutinizers report shall be placed on the website of the company and CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the company's shares are listed.
- (xxiii) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 26th September, 2016 subject to receipt of the requisite number of votes in favor of the Resolutions.

By order of the Board of Directors
FOR VIJI FINANCE LIMITED

Stuti Sinha
Company Secretary
ACS-42371

Date: 10th August, 2016
Place: Indore
VIJI FINANCE LIMITED
CIN: L65192MP1994PLC008715
Registered Office: 11/2, Usha Ganj,
Jaora Compound.
Indore-M.P. 452001

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 5-

Mr. Manish Tambi, is associated with company since from 26.11.2002 and is having rich and diversified experience in Accounting & finance. He was appointed as whole time director of the company for a period of 5 years with effect from 10.06.2013 to 09.06.2018 in Annual General Meeting held on 10.06.2013 and keeping in view the contribution made by him in all round progress of the Company it is proposed to revise the remuneration as detailed in the resolution and the proposed remuneration will be in the limits prescribed for the Managerial Person in Schedule V of the Companies Act, 2013. Mr Manish Tambi holds 37500 equity shares in the Company.

Except Mr. Manish Tambi, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way are concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 5 of the Notice.

Item No. 6-

Being a NBFC fund are required by the company from time to time, therefore company has accepted unsecured loan from promoter director Mr. Vijay Kothari in ordinary course of business and on arms length basis.

Section 188 of the Companies Act, 2013 does not apply where transactions are entered with related party on ordinary course of business and arms length basis. However pursuant to clause 23 of SEBI (Listing obligation and Disclosure Requirements) Regulations 2015 a transaction with a related party shall be considered material if the transactions to be entered into individually or taken together with previous transactions during the financial year , exceed ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of listed entity and all such material related party transactions shall require approval of the shareholders through resolution and the related parties shall abstain from voting on such resolution whether the entity is related party to the particulars transactions or not.

The particulars of the contracts / arrangements / transactions as envisaged as per regulation 23 of SEBI (Listing obligation and Disclosure Requirements) Regulations 2015 are as under :



Particular	Information
Name of the Related Party	Vijay Kothari
Name of Director(s) or Key Managerial Personnel who is related.	Vijay Kothari (himself)
Nature of relationship	Director
Nature of Contract	Provide Unsecured loan to the Company
Material terms/ Particular of Contract	These transactions are in the ordinary course of business and conducted on an arm's length basis.
Monetary Terms	Approx: 10.00 Crores Per Year
Whether the transactions have been approved by the Audit Committee.	Yes
Any other information relevant or important for the Members to make a decision on the proposed transaction.	Nil

In terms of the said regulation 23 and based on past trend, the transaction as described above is likely to exceed 10% of the Annual Consolidated Turnover as per last audited financial statements of the Company and may exceed the materiality threshold as prescribed under regulation 23. Thus, in terms of regulation 23, these transactions would require the approval of the members.

The Board commends the special resolution as set out in Item No. 6 of this Notice for your approval. None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except Mr. Vijay Kothari who is promoter director and holding 4201900 equity shares in the Company.

By order of the Board of Directors
FOR VIJI FINANCE LIMITED

Date: 10th August, 2016
Place: Indore
VIJI FINANCE LIMITED
CIN: L65192MP1994PLC008715
Registered Office: 11/2, Usha Ganj,
Jaora Compound.
Indore-M.P. 452001

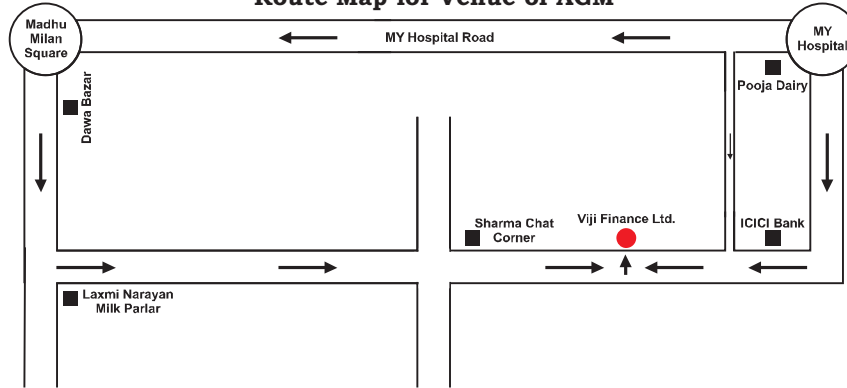
Stuti Sinha
Company Secretary
ACS-42371

Annexure - 1

Additional Information of Directors seeking re-appointment/appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015:

Name of Directors	Mr. Vijay Kothari (DIN: 00172878)
Date of Birth	01/01/1967
Date of Appointment	12/10/1994
Expertise / Experience in specific functional areas	Experience in Taxation and finance activities
Qualification	B.Com
No. & % of Equity Shares held in the Company	4201900 (56.03%)
List of outside Company's directorship held	Ebot Technosoft Limited S.L. Developers Private Limited
Chairman / Member of the Committees of the Board of Directors of the Company	Nil
Salary or Sitting fees paid	Nil
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	Nil
Relationship between directors inter-se	Nil

Route Map for Venue of AGM



BOARD'S REPORT



To,
Members of
Viji Finance Limited

Your Directors are pleased to present the 22nd Annual Report on the business and operation of the Company together with the Audited Financial Statements for the year ended March 31, 2016.

1. STATE OF AFFAIRS, FINANCIAL PERFORMANCE AND FUTURE OUTLOOK:

1.1 FINANCIAL HIGHLIGHTS AND SUMMARY

The performance highlights and summarized financial results of the Company are given below:

Particulars	(Rupees in Lakhs)	
	Year ended 31 st March 2016	Year ended 31 st March 2015
Total Income	137.03	132.47
Total Expenditure	79.73	39.92
Profit/Loss before tax	57.30	92.55
Provision for Tax		
Current Tax	19.80	30.22
Deferred Tax	0.78	(0.12)
Provision for tax reversal	2.29	2.71
Profit/Loss after tax	34.43	59.74
Amount available for appropriation	34.43	59.74
Appropriations:		
(a) Transferred to Statutory Reserve	6.89	11.94
(b) Proposed Dividend on Equity Shares	22.50	22.50
(c) Tax on Proposed Dividend	4.58	4.58
(d) Adjustment for schedule II	0.00	0.06
Surplus Carried to Balance Sheet	0.46	20.66
Paid up Equity Share Capital	750.00	750.00
Earning per share (Rs.10/- each) Basic & Diluted (in Rs.)	0.46	0.80

The Company is engaged in a fast growing section NBFC where the demand of the finance is increasingly rapidly. During the financial year company has achieved total income of Rs. 137.03 Lacs in comparison to previous year's total income of Rs. 132.47 Lacs and earned net profit of Rs. 34.43 lacs in comparison to previous year's net profit of Rs. 59.74 Lacs. Due to increase in administrative expenses profit of the company has been decreased by 42.36%.

The year 2015 was a disappointment because of weak macroeconomic situation, coupled with delays in the reform process and uncertainty in global markets. But there are enough reasons to be optimistic about 2016. NBFCs are well positioned to benefit from economic growth and see enough value across the sector.

1.2 CHANGE IN NATURE OF BUSINESS

Company is engaged in NBFC activities only and during the year there was no change in business activity of the company.

1.3 SHARE CAPITAL

The Paid-Up Equity Share Capital as at 31st March 2016 stood at 7.50 Crores. During the year under review, the company has not issued shares with differential voting rights nor has granted any stock option or sweat equity shares. As on 31st March 2016, none of the Directors of the company hold instruments convertible into equity shares of the Company.

2. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, is annexed as **Annexure - A** and forms an integral part of this Report

3. NUMBER OF MEETINGS OF THE BOARD, ITS COMMITTEES & AGM

The details of the number of meetings of the Board and its committee held during the Financial Year 2015-16 forms part of the Corporate Governance Report. Further Annual general meeting of the Company for financial year was held on 17th September, 2015.

4. DIVIDEND

Looking at the consistent performance of the company, your Directors are pleased to recommend a final dividend of 3% on the equity shares i.e. Re. 0.30/- per Equity Share of face value Rs.10/- each aggregating to Rs.22.50 lacs for financial year 2015-16 subject to Approval of the members in ensuing Annual General Meeting.

5. AMOUNTS TRANSFERRED TO RESERVES

Being a Non Banking Finance Company, 20% of the profit i.e 6,88,509/- has been transferred to statutory reserve of the company. Further during the year the Board of the company has carried Rs 5,48,753/- to surplus account.

6. DEPOSITS

The Company has not accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014. However, being a Non-Banking Financial Company, the disclosures required as per Rule 8 (5)(v) and (vi) of the Companies (Accounts) Rules, 2014 read with Sections 73 and 74 of the Companies Act, 2013, are not applicable to the Company.

UNSECURED LOAN FROM DIRECTOR

Further Company has received unsecured loan amounting Rs. 11543890/- from Mr Vijay Kothari director of the Company and details of the same has been disclosed in notes to the financial statement.



7. RBI NORMS

The Company continues to fulfill all the norms and standards laid down by the Reserve Bank of India (RBI) pertaining to capital adequacy, statutory liquidity ratio etc. and further company is not having non-performing assets as on 31st March, 2016. Certificate from statutory auditors for complying the prudential norms for NBFC is attached with Audit report.

7.1 KNOW YOUR CUSTOMER AND ANTI MONEY LAUNDERING MEASURE POLICY

Your board has approved the Know your Customer and Anti money Laundering Policy Measure policy (KYC and PMLA Policy) in accordance with RBI Guidelines. Company also adheres to the compliance requirement in terms of the said policy including the monitoring and reporting of cash and suspicious transactions. There were no suspicious transactions noticed during the period.

7.2 FAIR PRACTICE CODE:

Your company has in place a fair practice code (FPC), as per RBI Regulations which includes guidelines from appropriate staff conduct when dealing with the customers and on the organizations policies vis-a-vis client protection. Your company and its employees duly complied with the provisions of FPC.

8. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES

During the financial year ended on 31.03.2016 the Company did not have any subsidiary, joint venture or associate company. Further Company has acquired 100% holding of M/s S.L. Developers Private Limited with effect from 26th May, 2016 and S.L. Developers Private Limited becomes the wholly owned subsidiary Company of Viji Finance Limited.

9. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Shri Vijay Kothari, Director, retires by rotation at the forthcoming Annual General Meeting and, being eligible offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

Further, Mr. Bhushan Tambe, resigned from the post of the Company Secretary and Compliance officer (KMP) with effect from 31st March, 2016 and Ms. Stuti Sinha was appointed as Company Secretary and Compliance officer (KMP) of the Company w.e.f. 01.04.2016.

During the year under review, there was no change in the Board of Directors of the Company. The following have been designated as the Key Managerial Personnel of the Company pursuant to sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. Manish Tambi, Whole Time Director
2. Ms Stuti Sinha, Company Secretary and Compliance officer
3. Siddhant Sharma, Chief Financial officer

DISQUALIFICATIONS OF DIRECTORS

During the year declarations were received from the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. Board appraised the same and found that none of the director is disqualified for holding office as director.

10. DECLARATION BY INDEPENDENT DIRECTOR

The Company has received declarations from all the Independent Directors of the Company confirming that they fulfil the criteria of independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015

11. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures in adoption of these standards;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors have prepared the annual accounts on a going concern basis;
- v. The Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. FAMILIARIZATION OF INDEPENDENT DIRECTORS



The details of familiarization programme for Independent Directors have been disclosed at Weblink of the Company :
http://www.vijifinance.com/pdf/Familiarization_Programme_for_Independent_Directors.pdf

12. MEETING OF INDEPENDENT DIRECTORS

The Independent Directors met once during the year as on 31st March, 2016. The Meeting was conducted in an informal manner without the presence of the Chairman, the Whole Time Director, the Non-Executive Non-Independent Directors and the Chief Financial Officer.

13. COMMITTEES OF THE BOARD OF DIRECTORS

The Company has various committees which have been constituted as a part of the good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes. Your Company has an adequately qualified and experienced Audit Committee with Shri Suresh Singh Jain (chairman), Ms. Roshani Maheshwari and Shri Hiren Kamdar, as Members. The recommendations of the Audit Committee were duly approved and accepted by the Board during the year under review.

The other Committees of the Board are:

- (i) Nomination and Remuneration Committee
- (ii) Stakeholders Relationship Committee
- (iii) Finance Committee
- (iv) Sub Committee of Directors

The details with respect to the composition, powers, roles, terms of reference, Meetings held and attendance of the Directors at such Meetings of the relevant Committees are given in detail in the Report on Corporate Governance of the Company which forms part of this Report.

14. STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE, ITS DIRECTORS, AND THAT OF ITS COMMITTEES

The Board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgments

15. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS U/S 186

Pursuant to section 186 (11) of the Companies Act, 2013 ('the Act'), the provisions of section 186(4) of the Act requiring disclosure in the financial statement of the full particulars of the loans made and guarantees given or securities provided by a Non-Banking Financial Company in the ordinary course of its business and the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient of the loan or guarantee or security are exempted from disclosure in the Annual Report.

Further, pursuant to the provisions of Section 186 (4) of the Act, the details of investments made by the Company are given in the Notes to the Financial Statement.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business pursuant to the provisions of Section 188 of the Companies Act, 2013 and the Rules made there under. Further disclosure in form AOC-2 in terms of Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is set out as **Annexure B**.

The Details of the related party transactions as required under Accounting standard -18 are set out in Note 31 to the financial statement forming part of this Annual Report.

All Related Party Transactions are placed before the Audit Committee and the Board for review and approval on a quarterly basis. Omnibus approval was obtained on a quarterly basis for transactions which are of repetitive nature.

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company. The web-link of the same has been provided in the Corporate Governance Report. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company.

17. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO



The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under sub-section (3) (m) of section 134 of the Companies Act, 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 are given as under :

(A) Conservation of Energy

The steps taken or impact on conservation of energy:

- (i) The operations of your Company are not energy intensive. However, adequate measures have been initiated to reduce energy consumption.
- (ii) The capital investment on energy conservation equipments: Nil

(B) Technology Absorption :

- (i) The efforts made towards technology absorption: Not Applicable.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: Not Applicable.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year): Not Applicable.
- (iv) Company has not incurred any expenditure on Research and Development during the year under review.

Further there was neither inflow nor outflow of foreign exchange during the year.

18. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS.

Your company has an effective internal control and risk mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The company's internal control system is commensurate with its size, scale and complexities of its operations; the internal and operational audit is entrusted to M/s. Shyam Nagori & Company, Chartered Accountants. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The audit committee of the board of directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The company has a robust management information system, which is an integral part of the control mechanism.

The audit committee of the board of directors, statutory auditors and the business heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Director's. Significant audit observations and corrective actions taken by the management are presented to the audit committee of the board. To maintain its

objectivity and independence, the internal audit function reports to the chairman of the audit committee. Report of statutory auditors for internal financial control system is part of Audit Report.

19. CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

Provisions of section 135 of the Companies Act, 2013 does not apply to the Company, therefore Company has not constituted Corporate Social responsibility (CSR) committee as required under the Act.

20. REMUNERATION POLICY / DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES:

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. The Nomination and Remuneration Policy of the company is annexed as **Annexure-C** and forms an integral part of this report.

The Disclosure required under Section 197(12) of the Companies Act, 2013 read with the Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to date, is annexed as **Annexure - D** and forms an integral part of this Report

None of the employee of the company is drawing more than Rs.1,02,00,000/- per annum or Rs.8,50,000/- per month for the part of the year, during the year under review therefore Particulars of the employees as required under Section 197 of Companies Act, 2013 read with rule 5 (2) & rule 5 (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are not applicable, during the year under review.

Further Company did not have any holding or subsidiary company therefore receipt of the commission or remuneration from holding or subsidiary company of the company as provided under section 197 (14) of Companies Act, 2013 is not applicable.

21. REPORT ON CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION ANALYSIS.

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the practicing Company Secretary confirming compliance forms an integral part of this Report.

22. DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a whistle blower policy to report genuine concerns or grievances. The details of establishment of the reporting mechanism are disclosed on the website of the Company at the

weblink : <http://www.vijifinance.com/pdf/Whistle-Blower.pdf>
No Person has been denied access to the Audit Committee.



23. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY.

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations except suspension of listing of the shares by Bombay Stock Exchange due to surveillance reason and after submission of document suspension was revoked by BSE.

24. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed M/s. Ramesh Chandra Bagdi & Associates, Practicing Company Secretary, to undertake as the Secretarial Auditor of the company. The Secretarial Audit report is annexed as **ANNEXURE-E** and forms an integral part of this Report.

EXPLANATION TO SECRETARIAL AUDITOR'S REMARKS

The Secretarial audit report does not contain any material qualification, reservation or adverse remark except being a NBFC company is required to get itself register With CIC(Credit information Companies) . Apart from this there were no material. Secretarial Audit qualification for the year under review. The Company is in process to get it registered with CIC. The Secretarial Audit Report is self explanatory and does not required any further comments.

25. STATUTORY AUDITORS

Pursuant to the provisions of section 139 of the Act and the rules framed there under, M/s. Spark & Associates, Chartered Accountants (Firm Registration No.005313C) were appointed as statutory auditors of the Company from the conclusion of the 20th annual general meeting (AGM) of the Company held on 09.09.2014 till the conclusion of the 24th AGM to be held in the year 2018, subject to ratification of their appointment at every AGM.

Spark & Associates, Chartered Accountants (Firm Registration No.005313C) who are Statutory Auditors of the Company hold office up to the forthcoming Annual General Meeting and are recommended for re-appointment for the financial year 2016-17. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. Spark & Associates, Chartered Accountants for their appointment, if made, would be in conformity with the limits specified in the said Section

EXPLANATION TO AUDITOR'S REMARKS

The Auditors in their report have referred to the notes forming part of the Accounts which are self-explanatory and does not contain any qualification, reservation or adverse remark or disclaimer.

Further there was no fraud in the Company, which was required to report by statutory auditors of the Company under sub-section (12) of section 143 of Companies Act, 2013.

26. CODE OF CONDUCT

The Company has laid down a code of conduct for all Board members and senior management and independent directors of the Company. All the Board members including independent directors and senior management personnel have affirmed compliance with the code of conduct. Declaration on adherence to the code of conduct is forming part of the Corporate Governance Report.

27. CEO/CFO CERTIFICATION

As required under Regulation 17(8) of the Listing Regulations, the Whole Time Director and Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements for the year ended 31st March, 2016.

28. CODE FOR PROHIBITION OF INSIDER TRADING PRACTICES:

Your Company has adopted the code as per SEBI (Prohibition of Insider Trading) Regulations, 2015, which has been effective from 15th May, 2015. The Details of the said code is available on website of the Company i.e www.vijifinance.com

29. STATEMENT INDICATING DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The Board of Directors has adopted risk management policy for the Company which provides for identification, assessment and control of risks which in the opinion of the Board may threaten the existence of the Company. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

30. MATERIAL CHANGES & COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year to which the financial statements relate and the date of this Board's report.

31. ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

32. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress the Complaint received regarding sexual harassment. There was no case of sexual harassment reported during the year under review.



33. LISTING OF SHARES

It's a matter of pleasure that the equity shares of the company got listed on National Stock Exchange of India Limited w.e.f 11th day of July, 2016. Further, shares of the company are also listed on Bombay Stock Exchange Limited & Kolkata Stock Exchange. The company has paid annual listing fee for financial year 2016-17 for all the stock exchanges. Further listing of shares were suspended by the Bombay Stock Exchange due to surveillance reason without giving any opportunity with effect from 24th December, 2015. The Company had submitted the required documents and suspension was revoked by BSE on 28th April, 2016.

34. BUSINESS RESPONSIBILITY REPORT:

The Business Responsibility Reporting as required by Regulation 34(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is not applicable to your Company for the financial year ending March 31, 2016.

35. DEPOSITORY SYSTEM

Your Company's shares are tradable compulsorily in electronic form and your Company has connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL). In view of the numerous advantage offered by the Depository System, members are requested to avail of the facility of Dematerialization of the Company's shares on either of the Depositories mentioned as aforesaid. The company has paid the annual custodian fees to respective Depositories.

36. INDUSTRIAL RELATIONS:

Company's Industrial relations continued to be healthy, cordial and harmonious during the period under review.

37. AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

At the 21st Annual General Meeting held on 17th September, 2015, based on the approval of the Members, the Company adopted new Articles of Association which had been streamlined and aligned with the Companies Act, 2013 and Rules made there under.

38. ACKNOWLEDGMENT

The Board of Directors wish to place on record its appreciation for the extended co-operation and assistance rendered to the Company and acknowledge with gratitude the continued support and cooperation extended by the investors, stakeholders, Reserve Bank of India, Banks and other regulatory authorities.

Place: Indore
Date 10th August, 2016

For and on behalf of the Board of Directors
VIJI FINANCE LIMITED

Vijay Kothari	Manish Tambi
Director	Whole Time Director
Din No.00172878	Din No.00172883

**Annexure-A
Form No. MGT-9**



EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:		
i)	CIN:-	L65192MP1994PLC008715
ii)	Registration Date	12/10/1994
iii)	Name of the Company	VIJI FINANCE LIMITED
iv)	Category / Sub-Category of the Company	Public Company limited by shares/Indian Non-government Company
v)	Address of the Registered office and contact details	11/2, Usha Ganj, Jaora Compound, Indore-452001 (M.P.) Tele and fax No. : 0731-4246092 info@vijifinance.com website: www.vijifinance.com
vi)	Whether listed company	Yes / No Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Ankit Consultancy Pvt. Ltd. SEBI REG. No. INR 000000767 60, Electronic Complex, Pardeshipura Indore- 452010 (M.P.) Tel.:0731-2551745, 2551746 Fax:0731-4065798 Email: ankit_4321@yahoo.com Web Address:- www.ankitonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl.No.	Name and Description of Main Products/Services	NIC Code of The Product/service	% total turnover of the company
1	Activities of commercial loan companies. (Including activities of the company which is carrying on as its principal business providing of loans or advances or otherwise for any activity other than its own).	65923 - FINANCIAL INTERMEDIATION	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl.No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
NIL					

V. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01 st April 2015)				No. of Shares held at the end of the year (As on 31 st March, 2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	5591250	0	5591250	74.55%	5591250	0	5591250	74.55%	0.00%
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any Other									
Sub-total (A) (1):-	5591250	0	5591250	74.55%	5591250	0	5591250	74.55%	0.00%
(2) Foreign									
a) NRIs - Individuals									
b) Other- Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other									
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	5591250	0	5591250	74.55%	5591250	0	5591250	74.55%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	102541	14100	116641	1.56%	33377	14000	47377	0.63%	(0.93)%
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	122864	446900	569764	7.60%	216958	333000	549958	7.33%	(0.27)%
ii) Individual shareholders holding nominal share capital in excess of Rs 1	1206940	10600	1217540	16.23%	1300725	10600	1311325	17.49%	1.26%



lakh c) Others (NRI & OCB & Clearing Member)	4805	0	4805	0.06%	90	0	90	0	(0.06)%
Sub-total (B)(2):-	1437150	471600	1908750	25.45%	1551150	357600	1908750	25.45%	0.00%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1437150	471600	1908750	25.45%	1551150	357600	1908750	25.45%	0.00%
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	7028400	471600	7500000	100%	7142400	357600	7500000	100%	0

(ii) **Shareholding of Promoters**

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Vijay Kothar	4201900	56.03%	0	4201900	56.03%	0	0
2	Shilpa Kothari	1314350	17.52%	0	1314350	17.52%	0	0
3	Manish Tambi	37500	0.50%	0	37500	0.50%	0	0
4	Neha Tambi	37500	0.50%	0	37500	0.50%	0	0
	Total	5591250	74.55%	0	5591250	74.55%	0	0

(iii) **Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	5591250	74.55%	5591250	74.55%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	5591250	74.55%
	At the End of the year	5591250	74.55%	5591250	74.55%

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr.No.	Top Ten Shareholders Name	Shareholding		Date wise increase /decrease in top ten shareholders	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at the beginning of the year 01.04.2015	% of total shares of the company				No. of Shares	% of total share of the company
01	Naayaab Khan	150000	2%			No Change	150000	2%
	At the end of the year (31.03.2016)	150000	2%			-	150000	2%
02	Rahul Patni	100093	1.33%				100093	1.33%
				03.04.2015	5	transfer	100098	1.33%
				10.04.2015	485	transfer	100583	1.34%
				17.04.2015	17	transfer	100600	1.34%
	At the end of the year (31.03.2016)	100600	1.34%	-			100600	1.34%
03	Monika Patni	100000	1.33%			No Change	100000	1.33%
	At the end of the year (31.03.2016)	100000	1.33%			-	100000	1.33%
04	Vijay Vaidya	100130	1.33%				100130	1.33%
				10.04.2015	506	transfer	100636	1.34%
				27.05.2015	350	transfer	100986	1.35%
	At the end of the year (31.03.2016)	100986	1.35%	-			100986	1.35%
05	Varsha N Sanghrajka	75000	1%			No Change	75000	1%
	At the end of the year (31.03.2016)	75000	1%			-	75000	1%
06	Nitin N Sanghrajka	75000	1%			No Change	75000	1%
	At the end of the year (31.03.2016)	75000	1%			-	75000	1%
07	Kamani Ketai Bhavesh	75000	1%			No Change	75000	1%
	At the end of the year (31.03.2016)	75000	1%			-	75000	1%
08	Alka Anandkumar Kankariya	75000	1%			No Change	75000	1%
	At the end of the year (31.03.2016)	75000	1%			-	75000	1%
09	Nitin Bajaj	65000	0.87%			No Change	65000	0.87%
	At the end of the year (31.03.2016)	65000	0.87%			-	65000	0.87%
10	Mahesh Bajaj	65000	0.87%			No Change	65000	0.87%
	At the end of the year (31.03.2016)	65000	0.87%			-	65000	0.87%

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01	Manish Tambi (Whole Time Director)				
	At the beginning of the year	37500	0.50%	37500	0.50%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	37500	0.50%
	At the End of the year	37500	0.50%	37500	0.50%



Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
02	Vijay Kothari (Director)				
	At the beginning of the year	4201900	56.03%	4201900	56.03%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	4201900	56.03%
	At the End of the year	4201900	56.03%	4201900	56.03%

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
03	Suresh Singh Jain (Independent Director)				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
04	Hiren Kamdar (Independent Director)				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
05	Roshani Maheshwari (Independent Director)				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
06	Siddhant Sharma (Chief Financial officer)				
	At the beginning of the year	56750	0.756%	56750	0.756%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	56750	0.756%
	At the End of the year	56750	0.756%	56750	0.756%

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
07	Mr. Bhushan Tambe (Company Secretary)				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment



(In Rupees)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	44,77,331/-	Nil	44,77,331/-
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	Nil	44,77,331/-	Nil	44,77,331/-
Change in Indebtedness during the financial year				
- Addition	Nil	1,15,43,890/-	Nil	1,15,43,890/-
- Reduction	Nil	55,10,000/-	Nil	55,10,000/-
Net Change	Nil	60,33,890/-	Nil	60,33,890/-
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	1,05,11,221/-	Nil	1,05,11,221/-
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	1,05,11,221/-	Nil	1,05,11,221/-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	MANISH TAMBHI	Whole Time Director	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	10,00,000/-	10,00,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil
5.	Others, please specify	Nil	Nil
	Total (A)	10,00,000/-	10,00,000/-
	Ceiling as per the Act	12,00,000/-	12,00,000/-

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		Vijay Kothari	Roshan Maheshwar	Suresh Singh Jain	Hiren Kamdar	
						Nil
	1. Independent Directors					
	• Fee for attending board committee meetings	Nil	Nil	Nil	Nil	Nil
	• Commission					
	• Others, please specify					
	Total (1)	Nil	Nil	Nil	Nil	Nil
	2. Other Non-Executive Directors					
	• Fee for attending board committee meetings	Nil	Nil	Nil	Nil	Nil
	• Commission					
	• Others, please specify					
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.	N.A.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		Company Secretary (Surabhi Pawar)*	Company Secretary (Bhushan Tambe)*	CFO	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	20000	1,21,767/-	2,40,000/-	3,81,767/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
	Total	20000	1,21,767/-	2,40,000/-	3,81,767/-

x Ms.Surabhi Pawar has resigned from post of Company Secretary w.e.f. 31.05.2015 and Mr Bhushan Tambe was appointed as a company secretary w.e.f. 20.06.2015.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:



Type	Section of the Companies Act	Brief Description	Details Penalty/Punishment/Compounding imposed	of fees	Authority(RD/NCLT/ Court)	Appeal made, if any (give details)
A. COMPANY						
Penalty						
Punishment						
Compounding						
B. DIRECTORS						
Penalty						
Punishment			NIL			
Compounding						
C. OTHER OFFICERS IN DEFAULT						
Penalty						
Punishment						
Compounding						

Place: Indore
Date 10th August, 2016

For and on behalf of the Board of Directors
VIJI FINANCE LIMITED

Vijay Kothari Manish Tambi
Director Whole Time Director
Din No.00172878 Din No.00172883

ANNEXURE B
FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.		Details
(a)	Name (s) of the related party & nature of relationship	Nil
(b)	Nature of contracts/arrangements/transaction	Nil
(c)	Duration of the contracts/arrangements/transaction	Nil
(d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
(e)	Justification for entering into such contracts or arrangements or transactions'	Nil
(f)	Date(s) of approval by the Board	Nil
(g)	Amount paid as advances, if any	Nil
(h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

2. Details of Material contracts or arrangements or transactions at Arm's length basis		Details
(a)	Name (s) of the related party & nature of relationship	Vijay Kothari (Director of Company)
(b)	Nature of contracts/arrangements/transaction	Unsecured Loan received in ordinary course of business and arms length basis
(c)	Duration of the contracts/arrangements/transaction	Continuing One
(d)	Salient terms of the contracts or arrangements or transaction including the value, if any	The unsecured loan received from Director was in the ordinary course of business and on arms length basis. Transaction value: Rs 1,15,43,890/- during the financial year 2015-2016
(e)	Date(s) of approval by the Board	Since unsecured loan is in the ordinary course of business and are at arms length basis, approval of the board is not applicable. However, necessary omnibus approvals were granted by the Audit committee from time to time.
(f)	Amount paid as advances or refunded, if any	Nil

For and on behalf of the Board of Directors

VIJI FINANCE LIMITED

Date 10.08.2016

Place: Indore

Vijay Kothari Manish Tambi
Director Whole Time Director
Din No.00172878 Din No.00172883

ANNEXURE C



NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the regulation 19 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions:

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) Such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

Objective:

The objective of the policy is to ensure that

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Role of the Committee:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.

- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.

b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.

c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.



Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

In respect of an independent director, in addition to the above he/she should fulfill the criteria for being appointed as an independent Director prescribed under section 149 of the Companies Act, 2013 read with schedule IV to the said Act and the provisions of 19 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

1) Remuneration to Managing Director / Whole-time Directors:

a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non- Executive / Independent Directors:

a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

- i) The Services are rendered by such Director in his capacity as the professional; and
- ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3) Remuneration to Key Managerial Personnel and Senior Management:

a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

b) The Fixed pay shall include monthly remuneration, as decided from to time.

c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.

The Committee may Delegate any of its powers to one or more of its members.

ANNEXURE- D



1. Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(I). The Ratio of remuneration of each Director to the median remuneration of all the employees of the Company for the financial year:

S.No	Name of Director	Ratio to median Remuneration
01	Manish Tambi	8.21:1

(II) The percentage increase in the remuneration of each Director, CFO & Company Secretary in the financial year 2015-16 is as follows:

(Amount in Rs.)

S.No	Name of Person	Designation	%Increase Remuneration	increase in
1	Manish Tambi	Whole Time Director	66.67%	
2	Siddhant Sharma	CFO	93.54%	
3	Surabhi Pawar & Bhushan Tambe	Company Secretary	22.21%	

Note: CS Surabhi Pawar resigned from the post of Company Secretary and compliance officer of Company w.e.f 31st May, 2015 & CS Bhushan Tambe was appointed as Company Secretary and compliance officer w.e.f 20th June, 2015. Hence, name of both the Company Secretary during the financial year 2015-16 is reported.

(III). The Percentage increase in the median remuneration of all employees in the financial year: 18.22 %

(IV) The Number of permanent employees on the rolls of the Company:

Total Number of employees: 4

(V) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

NIL

(VI) The key parameters for any variable component of remuneration availed by the directors; Not applicable

(VII) Affirmation:

The Board affirms remuneration is as per remuneration policy of the Company.

2. Statement showing name of top ten employees in terms of remuneration drawn (as per sub rule 3 of Rule 5 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time:-

PARTICULARS	MANISH TAMBI	SIDDHANT SHARMA	SURABHI PAWAR	BHUSHAN TAMBE
Designation of the employee	Whole-time Director	Chief Financial Officer	Company Secretary & Compliance Officer	Company Secretary & Compliance Officer
Remuneration received	10,00,000/-	2,40,000/-	20,000/-	1,21,767/-
Nature Of Employment, Whether Contractual Or Otherwise	Otherwise	Otherwise	Otherwise	Otherwise
Qualifications and experience of the employee	B.Com & experience in Finance & Account	B.Com, MBA (Finance) and experience in accounting and Finance.	B.Com & Company Secretary	B.Com & Company Secretary
Date Of Commencement Of Employment	26/11/2002	08/08/2014	25/06/2013	20/06/2015
The age of such employee	46 years	22 years	32 year	32 years
The last employment held by such employee before joining the company	Worked in EBOT Technosoft Ltd	Worked in Bright H.S School	Nil	Nil
The percentage of equity shares held by the employee in the company with in the meaning of clause (iii) of sub rule (2) of Rule 5	0.50%	0.75%	Nil	Nil
Whether any such employee is a	NA	NA	NA	NA

relative of any director or manager of the company and if so, name of such director or manager				
--	--	--	--	---

- x Ms.Surabhi Pawar resigned from post of Company Secretary w.e.f. 31.05.2015.
- x The Company has employee less than 10 therefore name of the all employees stated above.

For and on behalf of the Board of Directors
VIJI FINANCE LIMITED

Date 10.08.2016
Place: Indore

Vijay Kothari	Manish Tambi
Director	Whole Time Director
Din No.00172878	Din No.00172883

FORM NO. MR-3

ANNEXURE - E

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

VIJI FINANCE LIMITED

CIN: L65192MP1994PLC008715

Registered Office:-

11/2, Usha Ganj,
Jaora Compound
Indore (M.P.)-452001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VIJI FINANCE LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31 March, 2016** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **VIJI FINANCE LIMITED** for the financial year ended on 31 March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under ;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under. ***(not applicable to the company during the audit period)***



(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The erstwhile Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified with effect from 15 May 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (not applicable to the company during the audit period) ;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (not applicable to the company during the audit period) ;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable to the company during the audit period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (not applicable to the company during the audit period) ;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the company during the audit period);

(vi) Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to Non-Banking Financial Companies which are specifically applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards on Meeting of Board of Directors and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India applicable w.e.f July 1, 2015.

(ii) The erstwhile Listing Agreements entered into by the Company with stock exchanges and The Securities and Exchange Board of India (Listing Obligations and Disclosure requirements)

Regulations, 2015 notified with effect from 1 December 2015.

I further report that I have not reviewed the applicable financial laws (direct and indirect tax laws) , Accounting standard ,since the same have been subject to review and audit by the Statutory Auditors of the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above **subject to following observations:**

(I) Company is required to become a member of Credit Information Company (CIC) and provide credit data in the prescribed format to CIC as per circular no. DNBR(PD).CC.No 019/03.10.01/2014-15 dated February 06, 2015.

(ii) Listing of Shares was suspended from Bombay Stock Exchange due to surveillance reason with effect from 24th December, 2015. However same has been relisted by BSE.

iii) Company had paid fine amounting to Rs.32400/- as imposed by the exchange for delayed submission of Quarterly Report on Corporate Governance for the quarter ended 31st March, 2015

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

(i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.

(ii) Redemption/buy-back of securities.

(iii) Merger/ amalgamation/ reconstruction etc.

(iv) Foreign technical collaborations.



For Ramesh Chandra Bagdi & Associates
Company secretaries

Ramesh Chandra Bagdi
Proprietor
ACS: 11800. C P No 2871

Place : Indore
Dated : 10th August, 2016

Note: This report is to be read with our letter of even date which is annexed as Annexure herewith and forms and integral part of this report.

ANNEXURE to Secretarial Audit Report

To,
The Members,
VIJI FINANCE LIMITED
CIN: L65192MP1994PLC008715

Registered Office:-

11/2, Usha Ganj,
Jaora Compound
Indore (M.P.)-452001

I report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Ramesh Chandra Bagdi & Associates
Company secretaries

Ramesh Chandra Bagdi
Proprietor
ACS: 11800. C P No 2871

Place : Indore
Dated : 10th August, 2016

MANAGEMENT DISCUSSION AND ANALYSIS REPORT



INDUSTRY STRUCTURE & DEVELOPMENT

Due to subdued economic environment, the last two years have been challenging for the NBFC sector with moderation in rate of asset growth, rising delinquencies resulting in higher provisioning thereby impacting profitability. However, the comfortable capital adequacy, shift towards secured lending, lower ALM risk have helped the sector absorb cyclical stress on asset quality and profitability. The NBFC sector has been gaining systemic importance in the recent years with NBFC assets growing steadily. The recent revised regulatory framework for NBFCs by RBI focuses on strengthening the structural profile of sector, reducing regulatory arbitrage between banks and NBFCs wherein focus is more on safeguarding of the depositors money and increasing regulatory compliance for large size NBFCs. Additionally, improving macroeconomic conditions, higher credit penetration, increased consumption and disruptive digital trends will allow NBFC's credit to grow at a healthy rate of 7-10% (real growth rate) over the next five years.

OPPORTUNITIES & THREATS

The Reserve Bank of India (RBI) recently issued a slew of regulatory changes to tighten rules and bring about a level playing field between non-banking finance companies (NBFCs) and banks. In a nutshell, NBFCs will now have to maintain higher capital, recognise bad loans earlier and increase their provision on bad loans. But despite the more stringent norms, this space continues to offer good opportunities for investors. For one, the new regulations have ended the uncertainty over how the RBI will address the iniquity arising from the regulatory advantage that NBFCs have been enjoying over banks. Two, over the long run, a better regulatory framework to mitigate risk, improve disclosures and strengthen governance standards will also reduce the perceived risks of NBFCs. Lastly, and more importantly, while most of the changes have been in line with earlier recommendations, the additional time given by the RBI to comply with these norms comes as a relief for the sector.

INDUSTRY OUTLOOK

The year 2015 was a disappointment because of weak macroeconomic situation, coupled with delays in the reform process and uncertainty in global markets. But there are enough reasons to be optimistic about 2016. NBFCs are well positioned to benefit from economic growth and see enough value across the sector. The NBFCs have actually put them into a very nice position, bringing market share. They are looking at niche areas. They are not a bank which provides everything for everybody. They are not in the deposits gathering situations at all. They do not really compete really there, except of course for the overall cost of funds, but there are pretty interesting areas in that space which I think going forward, while valuations of course in certain areas are not really that attractive but the fundamental domestic growth that we expect that 2016 will be start of, these companies are very fairly positioned to take advantage of that.

RISKS & CONCERNS

With banking stocks falling out of favour with investors, NBFCs have been in focus over the last two-three years. The RBI's regulatory changes for NBFCs that came in about a year or so ago, have impacted the profitability of a few players leading to fall of stocks along with the broader market. NBFCs now have to recognise bad loans earlier and increase their provision on such loans. Besides, some players have also been feeling the heat of the overall slowdown in the economy. Weakness in the rural economy and migration to the new NPA recognition norms has increased the stress on asset quality.

INTERNAL CONTROL SYSTEM

The Companies Internal control/supervisory system is established to ensure that board and management are able to achieve their business objectives in a prudent manner, safeguarding the interest of Companies shareholders and other stakeholders whilst minimizing the key risk such as fraud, misleading financial statements, breach of legal and contractual obligation, unauthorized business activity. Further details have been disclosed in Board's report.

HUMAN RESOURCE

Your Company follows a strategy of attracting and retaining the best talent and keep employees engaged, motivated and innovative. The Company continues to have cordial relations with its employees and provide personnel development opportunities for all round exposure to them.

FINANCIAL & OPERATIONAL PERFORMANCE

Financial and Operational performance forms part of the Annual Report and is presented elsewhere in the report.

DISCLOSURE OF ACCOUNTING TREATMENT

The Company has complied all the requirement of Accounting standard applicable to the company and during the year company has not changed any accounting policies.

CAUTIONARY STATEMENT

Some of the Statements in Management discussion and Analysis describing companies objective may be "forward looking statement" within the meaning of applicable Securities law and Regulations. Actual results may differ substantially or materially from those expressed or implied. Important factors that could influence companies operation include various global and domestic economic factors.

REPORT ON CORPORATE GOVERNANCE

The Directors present the Report on compliance with the Corporate Governance provisions as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulation") for the year ended March 31, 2016 is given below:



COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good corporate governance leads to long term shareholders value and enhances interest of all stakeholders. It brings into focus the fiduciary and trusteeship role of the Board of align and direct the actions of the organization towards creating wealth and shareholder value.

The company's essential character is shaped by the value of transparency, customer satisfaction, integrity, professionalism and accountability. The Company continuously endeavors to improve on these aspects. The Board views corporate governance in its widest sense. The main objective is to create and adhere to corporate culture of integrity and consciousness, transparency and openness. Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target. The Company's philosophy on corporate governance is guided by the company's philosophy of knowledge, action and care. However the provisions of regulations relating to corporate governance are not mandatory to the Company but company has complied with all requirements of listing regulations and listed below is the status with regard to the same: .

I. BOARD OF DIRECTORS

(i) The Company is fully compliant with the Corporate Governance norms in the terms of constitution of the Board of Directors ("the Board"). As on March 31, 2016 the Company had five directors. The Composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 of the Companies Act, 2013.

(ii) Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

(iii) The Board of your Company comprises of Five Directors as on 31st March, 2016. The names and categories of Directors, the number of Directorships and Committee positions held by them in the companies are given below. None of the Director is a Director in more than 10 public limited companies (as specified in section 165 of the Act) or acts as an Independent Director in more than 7 listed companies or 3 listed companies in case he/she serves as a Whole-time Director in any listed company (as specified in Regulation 25 of the Listing Regulations). Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Regulation 26 of the Listing Regulations), across all the Indian public limited companies in which he/she is a Director.

A. Composition and categories of Board

Name of Director	Category	No. of Directorship including Viji Finance Limited		No. of Committee Chairmanship/Membership including Viji Finance Limited	
		Chairman	Member	Chairman	Member
Mr. Vijay Kothari (Din No.00172878)	Promoter Non Executive Chairman	1	2	-	-
Mr. Manish Tambi (Din No.00172883)	Whole Time Director	-	2	-	-
Mr. Suresh Singh Jain (Din No.03584190)	Independent/Non Executive Director	-	1	2	2
Mr. Hiren Kamdar (Din No.03584178)	Independent/Non Executive Director	-	2	-	2
Ms. Roshani Maheshwari (Din No. 06872862)	Independent/Non Executive Director	-	1	-	2

- Directorship excludes Private Limited Companies, foreign Companies and Companies Registered under section 8 of the Companies Act 2013.
- Committee considered as Audit Committee and Stakeholders Relationship Committee, including that of your Company. Committee membership(s) and Chairmanship(s) are counted separately.

B. Attendance of Directors at the Board Meetings held during 2015-2016 and the last Annual General Meeting held on 17th September, 2015.

During the year six Board Meetings were held in the Financial Year 2015-16 The Board met at least once in every calendar quarter and gap between two meetings did not exceed 120 days .The date on which the Board Meetings were held are:

May 29th 2015, June 20th 2015, August 8th 2015, November 10th 2015, February 12th 2016 & March 31st 2016

Name of Director	Category	Meeting held during the tenure of the Director	Meeting attended	Attendance at the last AGM held on 17.09.2015
Mr. Vijay Kothari (Din No.00172878)	Promoter Non Executive Chairman	6	6	Yes
Mr. Manish Tambi (Din No.00172883)	Whole Time Director	6	6	Yes
Mr. Suresh Singh Jain (Din No.03584190)	Independent/Non Executive Director	6	6	Yes
Mr. Hiren Kamdar (Din No.03584178)	Independent/Non Executive Director	6	6	Yes
Ms. Roshani Maheshwari (Din No. 06872862)	Independent/Non Executive Director	6	6	No

C. Board procedure



A detailed Agenda, setting out the business to be transacted at the Meeting(s), supported by detailed notes is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee Meeting(s).

The Board also, inter alia, periodically reviews strategy and business plans, annual operating and capital expenditure budget(s), investment and exposure limit(s), compliance report(s) of all laws applicable to your Company, as well as steps taken by your Company to rectify instances of non compliances, review of major legal issues, minutes of the Committees of the Board ,approval of quarterly/half-yearly/annual results, transactions pertaining to purchase/disposal of property(ies), major accounting provisions and write-offs, material default in financial obligations, if any and information on recruitment of Senior Officers just below the Board level etc.

The Board sets annual performance objectives, oversees the actions and results of the management, evaluates its own performance, performance of its Committees and individual Directors on an annual basis and monitors the effectiveness of the Company's governance practices for enhancing the stakeholders' value.

Apart from Board members and the Company Secretary, the Board and Committee Meetings are generally also attended by the Chief Financial Officer and wherever required the Heads of various corporate functions.

III. RELATIONSHIP BETWEEN DIRECTORS

There is no inter-se relationship among the directors.

IV. EQUITY SHAREHOLDING OF THE NON-EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS IN THE COMPANY AS ON 31ST MARCH, 2016:.

S.No.	Name of Director	No. of shares
01	Mr. Vijay Kothari (Din No.00172878)	4201900
02	Ms. Roshani Maheshwari (Din No. 06872862)	Nil
03	Mr. Hiren Kamdar (Din No.03584178)	Nil
04	Mr. Suresh Singh Jain (Din No.03584190)	Nil

V. THE DETAILS OF FAMILIARISATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS:

Brief Terms of reference

Pursuant to Regulation 25(7) of the Listing Regulations, the Company imparted various familiarisation programmes for its Directors including visit to Company's office, industry outlook at the Board Meetings, regulatory updates at Board and Audit Committee Meetings, Presentations on Internal Control over Financial Reporting, Operational Control over Financial Reporting, Prevention of Insider Trading Regulations, SEBI Listing Regulations, Framework for Related Party Transactions, etc. Pursuant to Regulation 46 the details required are available on the website of your Company at the web link : http://www.vijifinance.com/pdf/Familiarization_Programme_for_Independent_Directors.pdf

VI. INDEPENDENT DIRECTORS MEETING

Pursuant to the Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, the independent directors of the Company shall hold at least one meeting in a year without attendance of non-independent directors and members of the Management. Accordingly, meeting of the Independent Directors of the Company was held on 10th March, 2016 to consider the following business as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013:-


- (a) Review the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) Review the performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors and;
- (c) Assess the quality, quantity and timelines of flow of information between the company management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

Directors	Meetings held during the Year	Meetings Attended
Ms. Roshani Maheshwari (Din No. 06872862)	1	1
Mr. Hiren Kamdar (Din No.03584178)	1	1
Mr. Suresh Singh Jain (Din No.03584190)	1	1

Attendance of Independent Directors in independent Directors meeting

VII. AUDIT COMMITTEE

The Company has an independent Audit Committee. The Composition, Procedure, Role / Function of the committee complies with the requirements of the Companies Act, 2013 as well as those of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The brief terms of reference of the Audit Committee includes the following

- 
- (1) Oversight of the companies financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
 - (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
 - (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
 - (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - matters required to be included in the director's responsibility statement to 64 be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
 - (5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - (6) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - (7) Approval or any subsequent modification of transactions of the company with related parties;
 - (8) Scrutiny of inter-corporate loans and investments;
 - (9) Valuation of undertakings or assets of the company, wherever it is necessary;
 - (10) Evaluation of internal financial controls and risk management systems;
 - (11) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - (12) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - (13) Discussion with internal auditors of any significant findings and follow up there on;
 - (14) Reviewing the findings of any internal investigations by the internal auditors into matters

where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

(15) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(16) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(17) To review the functioning of the whistle blower mechanism;

(18) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

(19) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

The Audit Committee mandatorily review the following information:

(1) Management Discussion and Analysis of financial condition and results of operations;

(2) Statement of significant related party transactions (as defined by the audit committee), submitted by management;

(3) Management letters / letters of internal control weaknesses issued by the statutory auditors;

(4) Internal audit reports relating to internal control weaknesses; and


(5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

Composition and Attendance of Members at the Meetings of the Audit Committee held during 2015-2016

During the year the committee met on four occasions during the year on following dates namely:-

May 29th 2015, August 8th 2015, November 10th 2015, February 12th 2016.

Members	Category	Meetings held during the year	Meetings Attended
Mr. Suresh Singh Jain Chairman (Din No.03584190)	Independent/ Non Executive Director	4	4
Ms. Roshani Maheshwar (Din No. 06872862)	Independent/ Non Executive Director	4	4

Mr. Hiren Kamdar (Din No.03584178)	Independent/ Non Executive Director	4	4	
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The Chairman of the Audit Committee Mr Suresh Singh Jain was present at 21st Annual General Meeting held on 17th September, 2015 to address the shareholder's queries pertaining to Annual Accounts of the Company.

VIII. NOMINATION AND REMUNERATION COMMITTEE

1. Brief Terms of reference:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of Board of Directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

2. Composition and attendance of members at the meetings of Nomination and Remuneration Committee held during 2015-16

During the year the committee met on two occasions during the year viz., 20th June, 2015 and 31st March, 2016

Members	Category	Meetings held during the year	Meetings Attended
Mr. Suresh Singh Jain Chairman (Din No.03584190)	Independent/ Non Executive Director	2	2
Ms. Roshani Maheshwari (Din No. 06872862)	Independent/ Non Executive Director	2	2
Mr. Hiren Kamdar (Din No.03584178)	Independent/ Non Executive Director	2	2

3. Board evaluation :

The performance evaluation criterion for independent directors is determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and

expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

4. Nomination and Remuneration Policy:

In accordance with Section 178 of the Act, the Committee has framed a Nomination and Remuneration Policy and the same set out as Annexure C to the Board Report.

The details relating to the remuneration of Directors is as under:

5. Remuneration Paid to Directors during 2015-16

S.No.	Name of Director	Category	Sitting Fees	Salary & Perquisites	Commission	Total
01	Manish Tambi (Din No. 00172883)	Whole Time Director	---	10,00,000	---	10,00,000

- No sitting Fees was paid to any Director of the Company during the financial year
- The company does not have any service contract with any of its directors.
- The company has not granted any stock option to any of its director/employees.

As per section 178(7) of the Act and Secretarial Standards, the Chairman of the committee or, in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. The Chairman of the Committee, Mr. Suresh Singh Jain was present at the 21st Annual General Meeting of the Company held on 17th September, 2015


IX. STAKEHOLDERS RELATIONSHIP COMMITTEE

The company has constituted Stakeholders Relationship Committee of the Board of Directors to look into the transfer of Equity Shares/transmission of Equity Shares, complaints received from the shareholders of the Company and other allied connected matters.

1. Composition and attendance of members at the meetings of the stakeholders Relationship Committee held during 2015-16

During the year the committee met on four occasions during the year on following dates namely:- May 29th 2015, August 8th 2015, November 10th 2015, February 12th 2016.

Members	Category	Meetings held during the tenure of the Directors	Meetings Attended
Mr. Suresh Singh Jain Chairman (Din No.03584190)	Independent/ Non Executive Director	4	4

Ms. Roshani Maheshwari (Din No. 06872862)	Independent/ Non Executive Director	4	4	
Mr. Hiren Kamdar (Din No.03584178)	Independent/ Non Executive Director	4	4	

2. Name, designation and address of Compliance Officer:-

Ms. Stuti Sinha, Company secretary and Compliance officer

11/2, Usha Ganj, Jaora Compound,
Indore-452001 (M.P.)
Email: info@vijifinance.com
Telephone and Fax: 0731-4246092

3. During the year under review (12) Twelve complaints were received from shareholders and all were disposed off, there were no complaints pending unresolved as at the end of the year.

As per section 178(7) of the Act and Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. The Chairman of the Committee, Mr. Suresh Singh Jain was present at the 21st Annual General Meeting of the Company held on 17th September, 2015

X. RISK MANAGEMENT

The Company is not required to constitute risk management committee. However the company has a well defined risk management framework in place. The risk management framework at various level across the Company.

XI. GENERAL BODY MEETINGS

(i) Location and time of last Three AGM's held:

Financial Year	Location	Date	Time
2014-15 - 21 st Annual General Meeting	At Regd. Office at 11/2, Usha Ganj, Jaora Compound, Indore M.P.	17.09.2015	10.00 A.M.
2013-14 - 20 th Annual General Meeting	At Regd. Office at 11/2, Usha Ganj, Jaora Compound, Indore M.P.	09.09.2014	10.00 A.M.
2012-13 - 19 th Annual General Meeting	At Regd. Office at 11/2, Usha Ganj, Jaora Compound, Indore M.P.	10.06.2013	10.30 A.M.

(ii) Special resolutions were passed in last three Annual General Meetings

Following special resolutions were passed in last three Annual General Meetings

- Adoption of New set of Article of Association in Annual General Meeting held on 17.09.2015.
- Creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the company U/s 180 (1) (a) of the Companies Act, 2013 in Annual General Meeting held on 09.09.2014.
- Authority to obtain loan/borrowings under Section 180(1)(c) and (2) of the Companies Act, 2013 in Annual General Meeting held on 09.09.2014.
- Increase in Authorized Share Capital of The Company and Alteration in Memorandum of Association in Annual General Meeting held on 09.09.2014.
- Issue of 22,50,000 Equity Shares on Preferential basis in Annual General Meeting held on 10.06.2013.

(iii) Special Resolution(s) passed through Postal Ballot:

No resolutions were passed by postal ballot in last three years.

None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

XI. CODE FOR PREVENTION OF INSIDER TRADING PRACTICES:

In compliance with the SEBI Regulations on prevention of Insider trading, the Company has adopted a Code of Conduct for its Directors and designated employees. The code lays down guidelines which include procedures to be followed and disclosures to be made while dealing with the shares of the Company.

XII. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis is a part of the Annual report and annexed separately.

XIII. DISCLOSURE REGARDING RE-APPOINTMENT OF DIRECTORS:

Brief resume(s) of the Directors proposed to be appointed / re-appointed are given in the Notice convening the Annual General Meeting in separate annexure.

XIV. MEANS OF COMMUNICATIONS:

Your Company, from time to time and as may be required, communicates with its security-holders and investors through multiple channels of communications such as dissemination of information on the website of the Stock Exchanges, Press Releases, the Annual Reports and uploading relevant information on its website.

The unaudited quarterly results are announced within forty five days of the close of each quarter, other than the last quarter. The audited annual results are announced within sixty days from the end of the financial year as required under the Listing Regulations. The aforesaid financial results are announced to the Stock Exchanges within the statutory time period from the conclusion of the Board Meeting(s) at which these were considered and approved.



Your Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part 'A' and Part 'B' of Schedule III of the Listing Regulations including material information having a bearing on the performance/operations of the Company and other price sensitive information. All information is filed electronically on BSE's online portal – BSE Corporate Compliance & Listing Centre (Listing Centre) .

The Quarterly results of the company are published in widely circulated newspapers such as The Free Press (English) & Choutha Sansar (Hindi). The results are also displayed on the company's website: <http://www.vijifinance.com>. These are not sent individually to the shareholders.

The presentation , if any made to the investor/analyst are placed to the website of the company www.vijifinance.com

XV. GENERAL SHAREHOLDER INFORMATION

AGM: Date, Time and Venue	Monday 26 th September 2016 at 10.00 A.M. Venue of the meeting: 11/2, Usha Ganj, Jaora Compound, Indore M.P. Last date for receipt of proxy forms: 24 th September, 2016
Financial Year	The financial year covers the period from 1 st April, to 31 st March
Financial year reporting for 2016-17:-- 1 st Quarter ending 30 th June, 2016 2 nd Quarter ending 30 th September, 2016 3 rd Quarter ending 31 st December 2016 4 th Quarter ending 31 st March, 2017	Second fortnight of August, 2016 Second fortnight of November, 2016 Second fortnight of February , 2017 Before 30 th May, 2017
Dividend Payment Date	Dividend of Rs.0.30/- (3%) per shares having a face value of Rs.10/- for the year 2015-16 has been recommended by the Board of Directors and if approved by the Shareholders at the ensuing Annual General Meeting will be paid to the Shareholders. Dividend will be paid within 30 days from the date of AGM
Date of Annual Book Closure (Both day inclusive)	Saturday 24 th September 2016 to Monday 26 th September 2016 [Both days inclusive]
Registered Office	11/2, Usha Ganj, Jaora Compound, Indore M.P. -452001

Listing on Stock Exchanges	<p>The Bombay Stock Exchange Limited 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 (M.H.)</p> <p>The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra(East), Mumbai-400051(M.H.)</p> <p>The Kolkata Stock Exchange Limited 4, Lyons Range, Dalhousie, Murgighata, B B D Bagh, Kolkata, West Bengal 700001</p>
Listing Fees	Annual Listing Fees for the year up to 2016-17 have been paid to all the Stock Exchanges.
Stock Code - ISIN Code- CIN-	Bombay Stock Exchange Limited (537820) National Stock Exchange of India Limited(VIJIFIN) INE159N01019 L65192MP1994PLC008715
Market Price Data: High/Low/Close During each month in the last Financial Year.	As per attached Table-1
Relative Performance of Share Price V/S. BSE Sensex	As per attached Table-2
Suspension of Securities	As Mention in Board Report
Registrar and Transfer Agents (For Physical & Demat Shares)	Ankit Consultancy Pvt. Ltd. SEBI REG. No. INR 000000767 60, Electronic Complex, Pardeshipura Indore- 452010 (M.P.) Tel.:0731-2551745, 2551746 Fax:0731-4065798 Email: ankit_4321@yahoo.com Web Address:- www.ankitonline.com
Share Transfer System	All the transfer received are processed by the Registrar and transfer Agent
Distribution of shareholding as on 31.03.2016	As per attached Table-3
Dematerialisation of Shares & liquidity	71,42,400 Shares are Dematerialized (as on 31.03.2016 i.e. 95.23% of total Shares viz.; 75,00,000 equity shares
Outstanding GDRs/ADRs/Warrants or any convertible instruments , Conversion date and likely impact on equity	The Company has not issued any GDRs/ADRs/Warrants or any convertible Instruments.
Address for correspondence	Shareholders correspondence should be addressed to: VIJI Finance Limited 11/2, Usha Ganj, Jaora Compound, Indore M.P. Phone: 0731-4246092 website www.vjifinance.com
Shareholding Pattern as on 31.03.2016	As per attached Table-4

XVI. DISCLOSURES:



(i) Materially Significant Related Party Transactions:

There are no materially significant related party transactions of the Company which have potential conflict with the interest of the Company at large. Further details of related party transactions are presented in Note 31 to Annual Accounts in the Annual Report.

Your Company has formulated a Policy on Materiality of and Dealing with Related Party Transactions which specify the manner of entering into related party transactions. This Policy has also been posted on the website of the Company and can be accessed through weblink: <http://www.vijifinance.com/pdf/related%20party%20policies.pdf>

(ii) The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) and comply with the Accounting Standards specified under section 133 of the Act.

(iii) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years:

During the financial year 2014-15 The Stock Exchanges (BSE) issued a notice under Clause 49 of Listing Agreement regarding fine for late submission of the Corporate Governance report for the quarter ended March, 2015. Accordingly, the Company had paid the fine amounting to Rs.32400/- as imposed by the exchange.

(iv) Vigil Mechanism Policy

The Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. In order to provide a secure environment and to encourage employees of the Company to report unethical, unlawful or improper practice, acts or activities, the Company has adopted a Vigil Mechanism policy. The reportable matter may be disclosed to the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

(v) Commodity Price Risk or Foreign Exchange Risk and Hedging activities

Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk.

(vi) Mandatory and Non-mandatory requirements:

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and The Company has fulfilled the following non

mandatory requirements as prescribed in Schedule II, PART E of Regulation 27(1) of (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Positions of Chairman and Whole time Director are separate.

During the year under review, there is no audit qualification in your company's standalone financial statement. Your company continues to adopt best practices to ensure regime of unqualified financial statements.

(vii) Your Company has complied with all the applicable requirements of Regulations 17 to 27 and clause (b) to (i) of sub-regulation 46 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. However these are not mandatory to the company.

Transfer Unpaid/Unclaimed amount Dividend to Investor Education and Protection fund:

Those members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the company for payment thereof as the same will be transferred to Investor Education and Protection Fund (IEPF) established by the Central Government, pursuant to Section 205 of the Companies Act, 1956, on the respective dates mentioned below. Intimation in this regard is being sent to the concerned shareholder periodically. Kindly note that after such dates the members will lose their right to claim such dividend.

Financial Year	Date of Declaration	Due date of transfer unpaid dividend to IEPF
2010-11	30.08.2011	29.09.2018
2011-12	11.09.2012	10.10.2019
2012-13	10.06.2013	09.07.2020
2013-14	09.09.2014	08.10.2021
2014-15	17.09.2015	16.10.2022

Disclosure with respect to demat suspense account/unclaimed suspense Account

The Company does not have any shares in the demat suspense account/unclaimed suspense account.

Code of Conduct

The Board of Directors has laid down the Code of Conduct for all the Board Members and members of the senior management. The Code is also placed on the Company's website – www.vijifinance.com. A certificate from the Whole Time Director, affirming compliance of the said Code by all the Board Members and members of the senior management to whom the Code is applicable, is annexed separately to this report.

Further, the Directors and the Senior Management of the Company has submitted disclosure to the Board that they do not have any material financial and commercial transactions that may have a potential conflict with the interest of the Company at large.

WTD & CFO Certification



The Whole Time Director and the Chief Financial Officer of the Company gives annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Whole Time Director and the Chief Financial Officer also give quarterly certification on financial results to the Board in terms of Regulation 33(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Certificate on Corporate Governance

The Company secretary in practice have certified that the Company has complied with the conditions of Corporate Governance as stipulated in terms of Regulation 34(3) read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is annexed to this Report.

Other information:

- Process from public issue, right issue, preferential issue, :Not applicable during the period
- The company has adopted a policy on dissemination of information on the material events to stock exchanges in accordance with the regulation 30 of the SEBI (LODR) Regulations, 2015. The said policy is available on the website of the company at:www.vijifinance.com.
- The company has adopted the policy on preservation of documents in accordance with the regulation 9 of SEBI (LODR) Regulations, 2015. The documents preservation policy is available on the website of the company at:www.vijifinance.com.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

Compliance with the Code of Business Conduct and Ethics

I, Manish Tambi, Whole Time Director of Viji Finance Limited declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2016.

Place: Indore

Date : 10.08.2016

For VIJI Finance Limited

Manish Tambi
(Din No.00172883)
Whole Time Director

Table 1- Market Price Data:

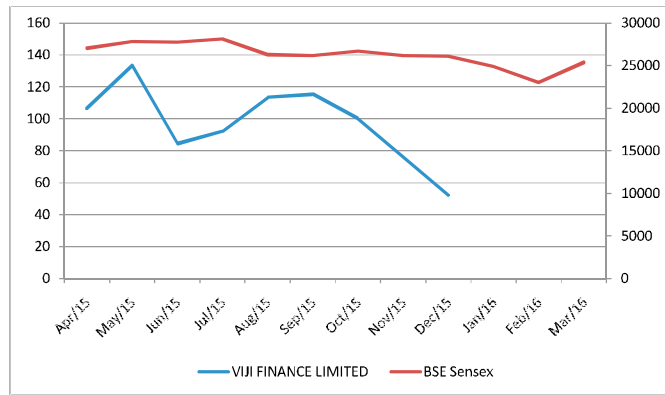


April, 2015 to March, 2016 at BSE

Month	Apr-15	May-15	June-15	July-15	Aug-15	Sept-15	Oct-15	Nov-15	Dec-15	Jan-16	Feb-16	March-16
High	123	140	143	96	119.95	119.8	119.9	108	84.1	-	-	-
Low	87	100	81	65.1	90	101.1	93.7	70	50.10	-	-	-

** Monthly High-Low price of Company's shares are not available from 24th December 2015 because Shares are suspended from trading by exchange due to surveillance reasons.*

Table 2- Relative Performance of Share Price V/S. BSE Sensex:




• Table 3- Distribution of shareholding according to size class as on 31 March 2016

Category (Shares)	Share holders	% of Total Share holders	Shares	% of Total Shares
Upto-100	403	39.86	6111	0.08
101-200	28	2.77	5046	0.07
201-300	24	2.37	6426	0.09
301-400	12	1.19	4663	0.06
401-500	267	26.41	133292	1.78
501-1000	168	16.62	146929	1.96
1001-2000	31	3.07	47056	0.63
2001-3000	12	1.19	28820	0.38
3001-4000	7	0.69	24684	0.33
4001-5000	12	1.19	57798	0.77
5001-10000	15	1.48	112545	1.50
10000 ABOVE	32	3.17	6926630	92.36
Total	1011	100.00	7500000	100.00

• Table 4- : SHAREHOLDING PATTERN AS AT 31ST MARCH 2016

Sr. No.	Particulars	No. of Shareholders	No. of Shares	% of holding
(A)	Promoter Holding			
	(a) Individuals	04	5591250	74.55%
	(b) Bodies Corporate			
	Sub-Total (A)	04	5591250	74.55%
(B)	Public shareholding			
	1). Institutions	0	0	0
	(a) Mutual Funds/UTI			
	(b) Financial Institutions/Banks			
	(c) Foreign Portfolio Investor			
	(d) Insurance Companies			
	(e) Foreign Financial Institution			
	(f) Foreign Mutual Fund			
	Sub-Total (B)(1)	0	0	0
	2). Non-institutions			
	(a) Bodies Corporate	20	47377	0.63%
	(b) Individuals			
	1. Individual Shareholders holding nominal share capital up to 2 lac			

II. Individual Shareholders holding nominal share capital in excess of 2 lac	965	644141	8.59%	
(c) Trusts	20	1217142	16.23%	
(d) Foreign National				
(e) Hindu Undivided Family				
(f) Foreign Companies				
(g) NRI & OCB	2	90	0.00%	
Sub-Total (B)(2)	1007	1908750	25.45	
(B) Total Public Shareholding	1007	1908750	25.45	
(C) Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	
Grand Total (A)+(B)+(C)	1011	7500000	100%	

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of **VIJI FINANCE LIMITED**

We have examined the compliance of conditions of Corporate Governance by VIJI Finance Limited ('the Company'), for the year ended 31st March 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchanges and as per regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement / Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Ramesh Chandra Bagdi & Associates
Company secretaries

Ramesh Chandra Bagdi
Proprietor
ACS: 11800. C P No 2871

Place : Indore
Dated : 10th August, 2016

**To
The Board of Directors
VIJI FINANCE LIMITED**

COMPLIANCE CERTIFICATE

Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015

We hereby certify to the Board of Directors of **VIJI FINANCE LIMITED** that :-

A. We have reviewed financial statements and the cash flow statement for the year ended 31.03.2016 and that to the best of our knowledge and belief:

- (1) these financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (2) these financial statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. We further state that, to the best of our knowledge and belief, no transactions entered into by the company during the year ended 31.03.2016 which are fraudulent, illegal or violative of the company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

- (1) significant changes in internal control over financial reporting during the year;
- (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Indore
Date : 26.05.2016

FOR VIJI FINANCE LIMITED

Siddhant Sharma Manish Tambi (Din: 00172883)
Chief Financial Officer Whole Time Director

SPARK & Associates

Chartered Accountants

216, Sunrise Tower
579, M.G.Road, Indore 452001 (M.P.)
Ph:0731 – 4230240
Email:- pankaj.gupta@ca-spark.com



INDEPENDENT AUDITOR'S REPORT

To,
The Members,
VIJI FINANCE LIMITED
11/2,USHAGANJ,
JAORA COMPOUND
INDORE-452001 (Madhya Pradesh)
CIN NO: L65192MP1994PLC008715

Report on the Financial Statements

We have audited the accompanying financial statements of **Viji Finance Limited** ("A Company") Registered Address *11/2,UshaGanj, Jaora Compound Indore (Madhya Pradesh)*, which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2016 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;



(c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;

(d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and

(f) with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B';

(g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- I. the Company has disclosed the impact of pending litigations on its financial position in its financial statements
- ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For: SPARK& Associates
Chartered Accountants
FRN:005313C

Pankaj Kumar Gupta
Partner
Membership No. 404644

Place: Indore
Date: May 26th, 2016

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2016, we report that :

- I. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets;
- (b) The management during the year has physically verified all the assets and there is a regular program of verification, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) The company does not own any immovable property.
- II. The Company is a service company, primarily rendering financial services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the order is not applicable to the Company.
- III. According to information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the Companies Act, 2013.
- IV. The company has not given any loans, investments, guarantees, and security in which the provisions of section 185 and 186 of the Companies Act, 2013 are applicable.
- V. The Company has not accepted any deposits from the public.
- VI. As per information & explanations given to us that the maintenance of cost records has not been prescribed by the Central Government, under subsection 1 of section 148 of the Companies Act, 2013, for any product or services of the Company.
- VII. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess, which have not been deposited on account of any dispute in various offices, of the Company as a whole as on 31st March, 2016.
- VIII. The Company does not have any loans or borrowings from any financial institution,

banks, government or debenture holders during the year. Accordingly, paragraph (viii) of the order is not applicable.



- IX. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph (ix) of the order is not applicable.
- X. According to the information and explanations given to us, no material fraud on or by the company by its officers or employees has been noticed or reported during the course of our audit.
- XI. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- XII. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph (xii) of the order is not applicable.
- XIII. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- XIV. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- XV. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph (xv) of the order is not applicable.
- XVI. The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934 bearing registration No. 03-00080 Dt. 29th October, 1998. Granting the company to carry of the business of a non-banking financial company.

For: SPARK & Associates
Chartered Accountants
FRN: 005313C

Pankaj Kumar Gupta
Partner
Membership No. 404644

Place: Indore
Date: May 26th, 2016

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF VIJI FINANCE LIMITED

Referred to in paragraph 2(f) of the Independent Auditors' Report of even date to the members of Viji Finance Limited on the standalone financial statements for the year ended March 31, 2016.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act 1. We have audited the internal financial controls over financial reporting of Viji Finance Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act. Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting. Meaning of Internal Financial Controls Over Financial Reporting



6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements. Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : INDORE

Date : 26th May 2016

For SPARK & ASSOCIATES,
Chartered Accountants,
Firm Regd. No.- 005313C
Pankaj Kumar Gupta
Partner
Membership No. 404644

**ANNEXTURE TO THE AUDITORS REPORT OF EVEN DATED OF VIJI FINANCE LTD. INDORE
ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2016.**

1. The Company has obtained registration under section 45IA of the Reserve Bank of India Act, 1934 vide certificate no. 03-00080 Dt. 29th October, 1998.
2. The Board of Directors of the Company has passed a resolution for not holding any public deposit as on date as well as non-acceptance of any public deposit in future without obtaining written prior permission from the Reserve Bank of India.
3. The Company has not accepted any public deposit during the financial year ended on 31st March, 2016.
4. The Company has complied with the prudential norms relating to income recognition, accounting standards and assets classification as applicable to it, subject to Notes to the accounts.
5. Necessary provision, if any has been made for all bad and doubtful debts during the year ending 31st March, 2016.

AS PER OUR REPORT ATTACHED EVEN DATE

For SPARK & Associates
Chartered Accountants
FRN: 005313C

Pankaj Kumar Gupta
Partner
Membership No. 404644

Place: Indore
Date: May 26th, 2016

M/S VIJI FINANCE LIMITED

11/2, USHA GANJ, JAORA COMPOUND, INDORE - 452001 (MP)

CIN NO: L65192MP1994PLC008715

BALANCE SHEET AS AT 31st MARCH, 2016



	Notes	Current Year 31.03.2016	(Amount in Rs.) Previous Year 31.03.2015
I EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	75,000,000	75,000,000
(b) Reserves & Surplus	3	9,573,682	8,839,185
(2) Share Application Money Pending Allotment			
(3) Non - Current Liabilities			
(a) Long Term Borrowings		-	-
(b) Deferred Tax Liabilities	4	173,636	95,294
(c) Other Long Term Liabilities		-	-
(d) Long Term Provision		-	-
(4) Current Liabilities			
(a) Short Term Borrowings	5	10,511,221	4,477,331
(b) Short Term Provisions	6	3,912,355	4,529,462
(c) Trade Payables		-	-
(d) Other Current Liabilities	7	1,022,427	522,658
Total Rs.		100,193,321	93,463,930
II ASSETS			
(1) Non - Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	8	4,536,384	2,367,715
(ii) Intangible Assets		-	-
(b) Non Current Investments		-	-
(c) Deferred Tax Asset		-	-
(d) Long Term Loans and Advances	9	89,994,998	87,366,030
(2) Current Assets			
(a) Current Investments	10	309,106	1,053,232
(b) Trade Receivables		-	-
(c) Cash & Cash Equivalents	11	4,971,472	2,344,052
(d) Short Term Loans and Advances	12	344,950	132,280
(e) Other Current Assets	13	36,411	200,621
Total Rs.		100,193,321	93,463,930

Significant Accounting Policies

Notes on Financial Statements

1

1-32

As per our report of even date

For SPARK & Associates

Chartered Accountants

FRN: 005313C

For and on behalf of board of directors of Viji Finance Ltd

Manish Tambi

Whole-time Director

DIN No: 00172883

Vijay Kothari

Director

DIN No: 00172878

Pankaj Kumar Gupta

Partner

Membership No. 404644

PAN no. AIEPG82751I

26th May 2016, Indore

Stuti Sinha

Company Secretary

Membership No. A42371

Siddhant Sharma

Chief Financial Officer

M/S VIJI FINANCE LIMITED			
11/2, USHA GANJ, JAORA COMPOUND, INDORE - 452001 (MP)			
CIN NO: L65192MP1994PLC008715			
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2016			
	Notes	Current Year 31.03.2016	(Amount in Rs.) Previous Year 31.03.2015
I Revenue from Operations	14	13,302,538	13,226,555
II Other Income	15	400,968	20,760
III Total Revenue	(I+II)	13,703,506	13,247,315
IV. Expenses			
Purchases		-	-
Changes in Inventories		-	-
Employee Benefit Expenses	16	1,381,767	1,173,194
Finance Cost	17	627,989	372,941
Depreciation and amortization expenses	8	513,672	456,031
Other Expenses	18	5,449,933	1,989,469
Total Expenses		7,973,361	3,991,635
V. Profit before exceptional and extraordinary items and tax	(III-IV)	5,730,145	9,255,680
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax	(V-VI)	5,730,145	9,255,680
VIII. Extraordinary Items		-	-
IX. Profit Before Tax	(VII-VIII)	5,730,145	9,255,680
X. Tax Expenses			
(1) Current Year Tax		1,980,478	3,022,690
(2) Earlier Year Tax		228,781	271,183
(2) Deferred Tax	4	<u>78,342</u>	(12,017)
XI. Profit(Loss) from the continuing operations	(IX-X)	3,442,544	5,973,824
XII. Profit/(Loss) for the period	Total Rs.	3,442,544	5,973,824
XIII. Earning per Equity Share:	19		
(1) Basic		0.46	0.80
(2) Diluted		0.46	0.80
Significant Accounting Policies Notes on Financial Statements	1-32		
As per our report of even date For SPARK & Associates Chartered Accountants FRN: 005313C	For and on behalf of board of directors of Viji Finance Ltd Manish Tambi Whole-time Director DIN NO: 00172883	Vijay Kothari Director DIN NO: 00172878	
Pankaj Kumar Gupta Partner Membership No. 404644 PAN No. AIEPG827511	Stuti Sinha Company Secretary Membership No. A42371	Siddhant Sharma Chief Financial Officer	
26th May 2016, Indore			

M/S VIJI FINANCE LIMITED

T/2, USHA GANJ, JAORA COMPOUND, INDORE - 452001 (MP)

CIN NO: L65192MP1994PLC008715



CASH FLOW STATEMENT

Particulars	Amount in Rs.)	
	For the year ended 31 March, 2016	For the year ended 31 March, 2015
A. Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	5,730,145	9,255,680
Adjustments for:		
Depreciation	513,672	456,031
(Profit) / Loss on sale of Investment	(353,123)	(18,050)
(Profit) / Loss on sale of Fixed Assets	874,332	-
Previous year income tax paid	(228,781)	(271,183)
Interest Paid	627,989	372,941
Provision for standard assets	4,842	-
Income Tax Provision	(1,981,478)	(3,022,690)
Net unrealised exchange (gain)/loss	(541,547)	(2,482,931)
Operating profit / (loss) before working capital changes		
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Short-term loans and advances	(212,670)	4,668,800
Long-term loans and advances	(2,628,968)	(1,005,000)
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	-	(38,434)
Other current liabilities	499,769	(127,679)
Current Assets	164,210	-
Short-term provisions	(621,949)	(1,837,146)
Cash flow from extraordinary items	42,030	(2,003,259)
Cash generated from operations	2,388,990	8,433,270
Net income tax (paid) / refunds		
Net cash flow from / (used in) operating activities (A)	2,388,990	8,433,270
B. Cash flow from investment activities		
Fixed Asset (increase)/decrease	(4,536,673)	(154,235)
Proceeds from sale of Fixed Asset	1,000,000	-
Investment in equity shares	744,126	(1,052,232)
Profit / (loss) on sale of investment	333,123	18,030
Non Current Investment	-	149,600
Net cash flow from / (used in) investment activities (B)	(2,459,424)	(1,039,337)
C. Cash flow from financing activities		
Finance Cost	(627,989)	(372,941)
Dividend Paid	(2,250,000)	(2,250,000)
Tax on Dividend	(458,047)	(458,047)
Short term borrowings	6,033,890	(2,579,029)
Net cash flow from / (used in) financing activities (C)	2,697,834	(5,660,017)
Net increase/decrease in cash and cash equivalents (A+B+C)	2,627,419	1,733,916
Cash and cash equivalent at the beginning of the year	2,344,052	610,136
Cash and cash equivalent at the end of the year	4,971,471	2,344,052
Components of Cash and Cash Equivalents at the end of the year/period		
Cash in hand	382,739	47,453
Balance with scheduled banks		
Current account	3,995,177	1,786,879
Farmarked Balance Dividend Account	593,536	509,720
Total	4,971,471	2,344,052

As per our report of even date
For SPARK & Associates
Chartered Accountants
FRN: 005313C

Pankaj Kumar Gupta
Partner
Membership No. 404544
PAN No. AIEPQ827511

26th May 2016, Indore

For and on behalf of board of directors of Viji Finance Ltd
Manish Tambi
Whole-time Director
DIN No: 00172883

Stuti Sinha
Company Secretary
Membership No. A42371

Vijay Kothari
Director
DIN No: 00172878

Siddhant Sharma
Chief Financial Officer

M/S VIJI FINANCE LIMITED

11/2, USHA GANJ, JAORA COMPOUND, INDORE - 452001 (MP)

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 System of Accounting

The financial statements have been prepared on a going concern and on accrual basis, under the historical cost convention and in accordance with the generally accepted accounting principles, the accounting standards prescribed in the Companies (Accounting Standards) Rules, 2014 issued by the Central Government and relevant provisions of the Companies Act 2013, to the extent applicable.

1.2 Use of Estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumption that affect the reported amount of assets, liabilities, revenues & expenses and disclosure of contingent assets & liabilities. The estimates & assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the Financial Statements. Actual results may defer from the estimates & assumptions used in preparing the accompanying Financial Statements. Any differences of actual results to such estimates are recognized in the period in which the results are known / materialized.

1.3 Revenue recognitions

- a. Interest and other income are accounted on accrual basis on loans & advance but where receipt of interest is doubtful/ N.P.A. no provision has been made in the books.
- b. Other Income is accounted for on accrual basis.

1.4 Fixed Assets

Fixed assets are stated at cost less depreciation/amortization. The cost of fixed assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

1.5 Depreciation / Amortization

- a. Deprecation on tangible assets has been charged on S.L.M. as prescribed under the Companies Act. 2013.
- b. Intangible assets are amortized on a straight line basis over a period having regard to their useful economic life and estimated residual value in accordance with Accounting Standard (AS) 26 "Intangible Assets".

1.6 Investments

Investments are valued at cost.

1.7 Taxation

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law), deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the period) and fringe benefit tax.

Deferred taxation

The deferred tax charge or credit and the corresponding deferred tax liabilities and

assets are recognized using the tax rates that have been enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the asset can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of the assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonable/virtually certain (as the case may be) to be realized.

1.8 Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired based on internal/external factors. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generated unit to which the asset belongs, is less than its carrying amount, the carrying amount is reduced to its recoverable amount.

1.9 Provisions, Contingent Liabilities & Contingent Assets

Contingent liabilities, if material, are disclosed by way of notes, contingent assets are not recognized or disclosed in the financial statements. A provision is recognized when an enterprise has a present obligation as a result of past event(s) and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation(s), in respect of which a reliable estimate can be made for the amount of obligation.

M/S VIJI FINANCE LIMITED				
<i>11/2, USHA GANJ, JAORA COMPOUND, INDORE - 452001 (MP)</i>				
	Current Year		Previous Year	
	31.03.2016		31.03.2015	
2	SHARE CAPITAL			
	AUTHORISED CAPITAL :			
	1100000 Equity Shares of Rs. 10 each			
	110,000,000		110,000,000	
	ISSUED, SUBSCRIBED, PAID UP CAPITAL :			
	7500000 Equity Shares of Rs. 10 each fully paid up.			
	75,000,000		75,000,000	
	(Previous Year 7500000 Equity Shares of Rs. 10 each fully paid up)			
	Total Rs.	75,000,000	75,000,000	
2.1	The reconciliation of the number of shares outstanding is set out below :			
	As at 31st March 2016		As at 31st March 2015	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares at the beginning of the year	7,500,000	75,000,000	7,500,000	75,000,000
Add : Shares issued through allotment Bonus	-	-	-	-
Less : Shares buy back of during the year	-	-	-	-
Equity Shares at the end of the year	7,500,000	75,000,000	7,500,000	75,000,000
2.2	Details of Shareholders holding more than 5 % shares:			
	As at 31st March 2016		As at 31st March 2015	
Name of Shareholder	No. of shares	% held	No. of shares	% held
Vijay Kothari	4201900	56.03%	4201900	56.03%
Shilpa Kothari	1314350	17.52%	1314350	17.52%
2.3	Terms/rights attached to equity shares:			
	The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.			

M/S VIJI FINANCE LIMITED

11/2, USHA CANI, JAORA COMPOUND, INDORE - 452001 (MP)

		Current Year 31.03.2016	Previous Year 31.03.2015
3 RESERVE & SURPLUS			
(a) Statutory Reserve			
Opening Balance		3,836,420	2,641,655
Add: Transferred during the year		688,509	1,194,765
Closing Balance (a)		<u>4,524,929</u>	<u>3,836,420</u>
(b) Security Premium			
Closing Balance (b)		<u>4,500,000</u>	<u>4,500,000</u>
(c) Surplus			
Opening balance		502,765	(1,561,837)
(+) Net Profit For the year		3,442,544	5,973,824
(-) Transferred to Statutory 20% Reserve		(688,509)	(1,194,765)
(-) Adjustment for Schedule II		-	(6,410)
(-) Proposed Dividends		(2,250,000)	(2,250,000)
(-) Dividend Distribution Tax.		(458,047)	(458,047)
Closing Balance (c)		<u>548,753</u>	<u>502,765</u>
Closing Balance (A + B + C)	Total Rs.	<u>9,873,682</u>	<u>8,839,185</u>

3.1 Statutory Reserve :
Statutory Reserve represents the Reserve Fund created under Section 45 IC of the Reserve Bank of India Act, 1934. An amount of Rs. 6,88,509/- representing 20% of Net Profit is transferred to the Fund for the year (Previous Year: Rs. 11,94,765/-). No appropriation was made from the Reserve Fund during the year.

4 Deferred Tax Liabilities :
In accordance with the Accounting Standard-22 'Accounting for Taxes on Income' issued by the Institute of Chartered Accountants of India, the Company has provided for the Provision For Deferred Tax during the year, as under -

Particulars	31-Mar-16	31-Mar-15
Timing Difference on account of :-		
Depreciation on fixed assets	173,636	95,294
Other Items	-	-
Total Deferred Tax Liability	173,636	95,294

		Current Year 31.03.2016	Previous Year 31.03.2015
5 SHORT - TERM BORROWINGS			
Unsecured loans from related parties Vijay Kothari (Director)		10,511,221	4,477,331
Total Rs.		<u>10,511,221</u>	<u>4,477,331</u>

		Current Year 31.03.2016	Previous Year 31.03.2015
6 SHORT TERM PROVISIONS			
Provision for Audit Fees		28,625	28,090
Provision for Income Tax (net of Advance Tax & TDS)		953,599	1,576,083
Proposed Dividend		2,250,000	2,250,000
Dividend Distribution Tax		458,047	458,047
Provision on Standard Assets		222,084	217,242
Total Rs.		<u>3,912,355</u>	<u>4,529,462</u>

M/S VIJI FINANCE LIMITED

11/2, USHA GANI, JAORA COMPOUND, INDORE - 452001 (MP)

	Current Year 31.03.2016	Previous Year 31.03.2015
7 OTHER CURRENT LIABILITY		
Other Current Liabilities	236,090	-
Service Tax Payable	180,847	27,451
TDS Payables	11,974	-
Unpaid Dividend	44,560	44,660
(a) Unpaid dividend (10-11)	105,240	106,440
(b) Unpaid dividend (11-12)	198,310	198,660
(c) Unpaid dividend (12-13)	142,967	145,467
(d) Unpaid dividend (13-14)	102,679	-
(e) Unpaid dividend (14-15)	1,022,427	522,658
Total Rs.	1,022,427	522,658

S.No.	Particulars	Gross Block				Accumulated Depreciation			Net Block	
		Balance as at 1 April 2015	Additions During the Period	Deletions during the Period	Balance as at 31 March 2016	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2016	Balance as at 31 March 2015
1	Tangible Assets (Not Under Lease)									
1	Vehicle	3162000	4,550,073	(3,162,000)	4,550,073	437033		1,267,668	1,962,48	2,175,137
2	Computer	189950	6400	-	196350	58666	6410	-	139544	109,802
3	Office Equipment	86355	-	-	86355	17923		-	21002	63353
	Total	3,438,305	4,556,673	(3,162,000)	4,832,978	513,672	6,410.00	1,267,668.00	296,394	2,367,715
	Previous year	3,283,550	154,755		3,438,305	456,031	6,410	-	1,070,390	2,367,715



M/S VIJI FINANCE LIMITED

11/2, USHA GANJ, JAORA COMPOUND, INDORE - 452001 (MP)

		Current Year 31.03.2016	Previous Year 31.03.2015
9	<u>LONG TERM LOANS & ADVANCES</u>		
	<i>(Unsecured, considered good, unless otherwise stated)</i>		
	(a) Security Deposits	1,020,000	1,020,000
	(b) Loans and advance to related parties		
	- Arushi Homes	-	1,622,110
	(c) Other Loans and advance - Business Advances	88,974,998	84,723,920
	Total Rs.	89,994,998	87,366,030

		Current Year 31.03.2016	Previous Year 31.03.2015
10	<u>CURRENT INVESTMENT</u>		
	Investment In Equity Instrument (Quoted) :		
	Investment In Shares *		
	Name of Body Corporate		
		No. of Shares	
		2015-16	2014-15
	i Shri Adhikari Brothers (face value Rs.10)	100	100
	ii Choksi Laboratories (face value Rs.10)	100	3643
	iii Moser Bear India Limited (face value Rs.10)	1,000	1000
	iv Reliance Industries Limited (face value Rs.10)	10	10
	v Ujaas Energy Limited (face value Rs.1)	-	1000
	vi Vasvani Industries Limited (face value Rs.10)	5,000	3000
	vii Sigmet Industries Limited (face value Rs.1)	-	7928
	viii Vikas Ecotech Limited (face value Rs.1)	15,000	0
	Total Rs.	309,106	1,053,232

* Market Value of quoted Equity Investment as on 31-MAR-2016 is Rs. 3,19,213/- (Previous Year Rs 9,97,889/-)

		Current Year 31.03.2016	Previous Year 31.03.2015
11	<u>CASH & BANK BALANCES</u>		
	Cash In Hand	382,739	47,453
	Balances With Scheduled Banks :		
	- In Current Accounts	3,995,177	1,786,879
	Balance with Banks in Earmarked Account:		
	- Earmarked Balance Dividend Account	593,556	509,720
	Total Rs.	4,971,472	2,344,052

		Current Year 31.03.2016	Previous Year 31.03.2015
12	<u>SHORT TERM LOANS & ADVANCES</u>		
	<i>(Unsecured, considered good, unless otherwise stated)</i>		
	Loans and advances to related parties		
	- Ms Shilpa Kothari	150000	-
	Other Advances	149,800	65,406
	Prepaid Expenses	45,150	66,874
	Total Rs.	344,950	132,280

* Current year loans and advances of Rs. 2,99,800/- given to shareholders of S L Developers Pvt. Ltd to purchase of shares.

		Current Year 31.03.2016	Previous Year 31.03.2015
13	<u>OTHER CURRENT ASSETS</u>		
	TDS Receivable 2012-2013	36,411	36,411
	Income Tax Refund 2012-13	-	164,210
	Total Rs.	36,411	200,621

		Current Year 31.03.2016	Previous Year 31.03.2015
14	<u>REVENUE FROM OPERATION</u>		
	Interest	10,577,538	12,402,515
	Financial Commission	2,725,000	824,040
	Total Rs.	13,302,538	13,226,555



M/S VIJI FINANCE LIMITED

11/2, USHA GANJ, JAORA COMPOUND, INDORE - 452001 (MP)

	Current Year 31.03.2016	Previous Year 31.03.2015
15 OTHER INCOME		
Profit on sale of Shares	353,123	18,050
Other Income	47,845	2,710
Total Rs.	400,968	20,760
16 EMPLOYEES REMUNERATION & BENEFITS		
Salary & Incentive	381,767	573,194
Director Remuneration (Whole Time Director)	1,000,000	600,000
Total Rs.	1,381,767	1,173,194
17 FINANCE COST		
Interest expenses	626,898	370,358
Bank Charges	850	1,912
Interest on TDS	241	671
Total Rs.	627,989	372,941
18 OTHER EXPENSES		
Advertisement Expenses	73,850	34,020
Audit Fee	26,875	28,090
Electrical Expenses	75,679	1,150
Listing Fees	312,996	207,866
Consultancy Charges	484,193	379,259
Postages Expenses	21,527	11,725
Office Expenses	37,143	25,746
Rent Expenses	2,648,005	188,475
Stationery & Printing Expenses	113,057	182,767
Professional Tax	2,500	2,500
Travelling Expenses	413,664	98,196
Vehicle running & Maintenance	113,534	258,588
ROC Filing Fees	16,200	276,500
Repairs & Maintenance	6,000	6,600
Staff & Welfare Expenses	14,109	2,554
Insurance Expenses	89,137	52,991
Computer Repairing Expenses	-	14,600
Telephone Expenses	114,592	600
Provision on Standard Assets	4,842	217,242
Loss on sale of vehicle	874,332	-
News Paper & Periodicals Expenses	7,698	-
Total Rs.	5,449,933	1,989,469
a Details of Auditor's Remuneration		
	2015-16	2014-15
Statutory Audit Fee	22,900	22,472
Tax Audit fee	3,725	5,618
Total Rs.	28,625	28,090

M/S VIJI FINANCE LIMITED

11/2, USHA GANJ, JAORA COMPOUND, INDORE - 452001 (MP)

19 EARNINGS PER SHARE (EPS)

	2015-16	2014-15
i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs.)	34,42,544	59,73,824
ii) Weighted Average number of equity shares used as denominator for calculating EPS	7500000	7500000
iii) Basic Earnings per share	0.46	0.80
iii) Diluted Earnings per share	0.46	0.80
(Face value Rs. 10/- per equity share)		

20. Confirmation in respect of the loans and advance have not been received.

21. Short terms loans and advances include amount of Rs. 2,99,800/- which is given to shareholders of S L Developers Pvt. Ltd. to purchase of shares.

22. The Board has been recommended a dividend @ 3% i.e. Rs. 0.30 per equity share of Rs. 10/-each for the financial year ended March 31, 2016, subject to the approval of shareholders in the ensuing Annual General Meeting.

23. During the year company has complied with the guidelines issued by the Reserve Bank of India in respect of prudential Norms for Income recognition and Provisioning for Non Performing Assets.

24. Assets classification & Provision there on: -

Total Outstanding	Provision Reversal	Standard Assets	Sub Standard Assets	Doubtful Assets	Loss Assets
8,89,74,998.00	0.00	8,89,74,998.00	0.00	0.00	0.00

Provisions made on above outstanding

Total provision	Standard Assets	Sub-Standard Assets	Doubtful Assets	Loss Assets
2,22,084.00	2,22,084.00	0.00	0.00	0.00

25. Additional information pursuant to provisions of paragraph 5 of schedule III of the Companies Act, 2013.

Expenditure incurred in foreign currency during the year	Nil
CIF Value of Imports of Capital Goods	Nil

26. Retirement Benefits: Accounting Standard - 15 "Employees Benefits" not applicable



27. Contingent Liabilities: NIL

28. As per the definition of Business Segment and Geographical Segment contained in Accounting Standard 17 "Segment Reporting", the management is of the opinion that the Company's operation comprise of operating in Primary and Secondary market and incidental activities thereto, there is neither more than one reportable business segment nor more than one reportable geographical segment, and, therefore, segment information as per Accounting Standard 17 is not required to be disclosed.

29. Details of amounts due to Micro, Small and Medium Enterprise under the head current liabilities, based on the information available with the Company and relied upon by the auditors- Nil (Previous Year – Nil).

30. DISCLOSURE PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT / LISTING REGULATION.

S.No.	Loans and Advances in the nature of Loans	Amount Outstanding as at 31st March, 2016	Amount Outstanding as at 31st March, 2015
1.	To Subsidiaries	NA	NA
2.	To Associates	Nil	16,22,110/-
3.	Where there is	Nil	Nil
	(i) No repayment schedule	Nil	Nil
	(ii) Repayment beyond seven years	Nil	Nil
	(iii) No interest	Nil	Nil
	(iv) Interest below the rate as specified in section 372A of the Companies Act, 1956 / Section 186 of Companies Act 2013 as applicable	Nil	Nil
4.	To Firms/Companies in which Directors are Interested (other than (A) and (B) above)	Nil	Nil
5.	Investments by the loanee in the shares of Parent Company and Subsidiary Company when the company has made a loan or advance in the nature of loan	Nil	Nil

31. Disclosure pursuant to Related party disclosure (Accounting Standard - 18)

Key Management Personnel & Relatives

Shri Vijay Kothari	Director
Shri Manish Tambi	Whole Time Director
Shri.Suresh Singh Jain	Independent Director
Shri Hiren Kamdar	Independent Director
Ms. Roshani Maheshwari	Independent Director
Ms. Shilpa Kothari	Relative of Director
Ms. Neha Tambi	Relative of Director
Arushi Homes	Associate firm

Transactions during the year with related parties:

Nature of transaction	Relation	Year ending 31.03.2016	Year ending 31.03.2015
Remuneration	Whole Time Director Mr. Manish Tambi	10,00,000	6,00,000
Interest Received	Associate Firm - Arushi homes	7,35,511	24,567
Interest Paid	Director - Mr. Vijay Kothari	6,26,898	3,70,358
Unsecured Loan outstanding	Director - Mr. Vijay Kothari	1,05,11,221	44,77,331
Loan Taken	Director - Mr. Vijay Kothari	1,15,43,890	1,42,85,971
Loan Repaid	Director - Mr. Vijay Kothari	55,10,000	1,68,65,000
Loan given (outstanding)	Associate Firm - Arushi homes	-	16,22,110
Advances given	Relative of Director - Shilpa Kothari	1,50,000	-

32. Previous year's figures have been reclassified regrouped and rearranged wherever found necessary to make them comparable.

As per our report attached even date For on behalf of the board Viji Finance Ltd

For SPARK & Associates

Chartered Accountants

FRN: 005313C

Pankaj Kumar Gupta
Partner
Membership No. 404644

Manish Tambi
Whole Time Director
Din No. 00172883

Vijay Kothari
Director
Din No.00172878

Place: Indore
Date: May 26th, 2016

Stuti Sinha
Company Secretary
M.No. A42371

Sidhant Sharma
Chief Financial Officer

**FORM NO.MGT- 11
PROXY FORM**



[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L65192MP1994PLC008715
Name of company: VIJI FINANCE LIMITED
Registered office: 11/2, Usha Ganj Jaora Compound, Indore M.P. 452001

Name of the member (s) :
Registered address :
E-mail Id :
Folio No/ Client Id :
DP ID :

I/We, being the member(s) of shares of Viji Finance Limited, hereby appoint

1. Name :
Address :
E-mail Id :
Signature :, or failing him

2. Name :
Address :
E-mail Id :
Signature :, or failing him

3. Name :
Address :
E-mail Id :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual general meeting of the company, to be held on the Monday, 26th September, 2016 at the Registered Office situated at 11/2, Usha Ganj, Jaora Compound, Indore-452001 M.P. at 10.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
1. Receive, Consider and adopt Audited Financial Statement, reports of the Board of Directors and Auditor.		
2. Declaration of Dividend		
3. Appoint a Director in place of Shri Vijay Kothari, who retires by rotation and being eligible offers himself for re-appointment		
4. Consider Ratification of appointment of Auditor		

5.	Increase in payment of remuneration to Mr.Manish Tambi Whole Time Director of the Company.		
6.	Approval for Related Party Transactions		

Signed this..... day of..... 2016

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not to be member of the company

ATTENDANCE SLIP (To be presented at the entrance)
22ND ANNUAL GENERAL MEETING ON MONDAY 26TH SEPTEMBER 2016

R.F. No. _____

Mr./Mrs./Miss _____
(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 22nd Annual General meeting of the company at the Registered office of the company on Monday 26th September, 2016.

(If signed by proxy, his name should be
Written in block letters)

(Shareholders/proxy's Signature) _____

Note:

1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.