

**DISCLOSURE OF VOTING RESULTS OF 21<sup>ST</sup> ANNUAL GENERAL MEETING  
OF VIJI FINANCE LIMITED HELD ON 17<sup>TH</sup> SEPTEMBER, 2015 AT 10 AM AS  
PER THE REQUIREMENT OF CLAUSE 35A OF THE LISTING AGREEMENT**

As per clause 35A of the listing agreement given below are the details of the voting results at the 21<sup>st</sup> Annual General Meeting of the Company as per format prescribed under the said clause

**DETAILS OF VOTING RESULTS**

Sr. No	Particulars	Details
1.	Date of Annual General Meeting	17 <sup>th</sup> September 2015
2.	Total No. of Shareholders on Record date/Book Closure Date	669
3.	No. of shareholders present in Meeting either in person or through proxy:	14
	<ul style="list-style-type: none"> <li>• Promoters and Promoters Group</li> <li>- In Person</li> <li>- In proxy</li> </ul>	<p align="center">3 -</p>
	<ul style="list-style-type: none"> <li>• Public</li> <li>- In person</li> <li>- In proxy</li> </ul>	<p align="center">11 -</p>
4.	No. of Shareholders attended the meeting through Video Conferencing:	Not Arranged

For VIJI Finance Limited

  
Vijay Kothari  
Chairman of 21<sup>st</sup> Annual General Meeting

www.vijifinance.com

CIN : L65192MP1994PLC008715

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## AGENDA WISE VOTING RESULTS

Item No.	Details of Agenda	Resolutions Required (Ordinary/Special)	Mode of Voting	Remarks
1.	To receive, consider & adopt Audited Financial Statements of the company for the financial year ended 31 <sup>st</sup> March, 2015, the Report of the Board of Directors and Auditors.	Ordinary	Remote E-voting/Poll at AGM	The resolution was passed with requisite majority
2.	To declare dividend on equity shares of the Company for the year ended 31 <sup>st</sup> March, 2015	Ordinary	Remote E-voting/Poll at AGM	The resolution was passed with requisite majority
3.	To appoint a director in place of Mr. Vijay Kothari (DIN: 00172878) who retires by rotation & being eligible offers himself for re-appointment.	Ordinary	Remote E-voting/Poll at AGM	The resolution was passed with requisite majority
4.	Appointment of Statutory Auditors of the company	Ordinary	Remote E-voting/Poll at AGM	The resolution was passed with requisite majority
5.	Adoption of New Set of Articles of Association.	Special	Remote E-voting/Poll at AGM	The resolution was passed with requisite majority

For VIJI Finance Limited

**Vijay Kothari**  
Chairman of 21<sup>st</sup> Annual General Meeting

### In case of Ballot & Remote E-voting (VIJI FINANCE LIMITED)

The mode of voting for all resolutions was Remote E-Voting and poll conducted at Annual General Meeting

1. To receive, consider & adopt Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2015, the Report of the Board of Directors and the Auditors thereon.

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstandin g shares (3)=[(2)/(1)] *100	No. of votes - in favour (4)	No. of votes - against (5)	% votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter & Promoter Group	5591250	5591250	100%	5591250	0	100%	0
Public Institutional Holders	0	0	0	0	0	0	0
Public- Others	1908750	1217532	63.78%	1217532	0	100%	0
Total	7500000	6808782	90.78%	6808782	0	100%	0

2. To declare dividend on equity shares of the Company for the year ended 31<sup>st</sup> March, 2015.

Promoter & Promoter Group	5591250	5591250	100%	5591250	0	100%	0
Public Institutional Holders	0	0	0	0	0	0	0
Public- Others	1908750	1217532	63.78%	1217532	0	100%	0
Total	7500000	6808782	90.78%	6808782	0	100%	0

3. To appoint a director in place of Mr. Vijay Kothari (DIN: 00172878) who retires by rotation & being eligible offers himself for re-appointment.

Promoter & Promoter Group	5591250	75000	1.34%	75000	0	100%	0
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Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	1908750	1217532	63.78%	1217532	0	100%	0
Total	7500000	1292532	17.23%	1292532	0	100%	0

#### 4. Appointment of Statutory Auditors.

Promoter & Promoter Group	5591250	5591250	100%	5591250	0	100%	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	1908750	1217532	63.78%	1217532	0	100%	0
Total	7500000	6808782	90.78%	6808782	0	100%	0

#### 5. Adoption of New Set of Articles of Association

Promoter & Promoter Group	5591250	5591250	100%	5591250	0	100%	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	1908750	1217532	63.78%	1217532	0	100%	0
Total	7500000	6808782	90.78%	6808782	0	100%	0

Note: Copy of Scrutinizers Report is enclosed herewith.

For VIJI Finance Limited



Vijay Kothari  
Chairman of 21<sup>st</sup> Annual General Meeting

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

To,  
The Chairman,  
21<sup>st</sup> Annual General Meeting of  
VIJI Finance Limited,  
11/2, Usha Ganj, Jaora Compound,  
Indore(M.P.)-452001

Dear Sir,

SUB: Passing of Resolutions through Remote E-Voting and poll conducted at 21<sup>st</sup> Annual General Meeting of VIJI Finance Limited held on Thursday 17<sup>th</sup> September, 2015 at 10.00 A.M.

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

- (i) the Board of Directors of VIJI Finance Limited for the purpose of scrutinizing the Remote E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of Companies (Management and Administration) Amendment Rules, 2015 in respect of the below mentioned resolutions passed at the 21<sup>st</sup> Annual General Meeting (AGM) of the members of the Company held on Thursday, 17<sup>th</sup> September, 2015.
- (ii) The Chairman of the 21<sup>st</sup> Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the AGM of the members of the Company held on Thursday, 17<sup>th</sup> September, 2015 at Registered Office of the Company situated at 11/2, Usha Ganj, Jaora Compound, Indore(M.P.)-452001

2. The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and Rules in relation to Remote E-voting and Poll on the resolutions contained in the Notice to the 21<sup>st</sup> Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for Remote E-voting process and for Poll at the AGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated above, based on the reports generated from the Remote E-voting system provided by Central Depository Services (India) Limited and also at the time of Poll at AGM.

**3. Cut-Off Date**

The voting rights were reckoned on Thursday, 10<sup>th</sup> September 2015, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.





#### 4. Remote E-Voting

##### 4.1 Agency:

The Company had taken the services of Central Depositories Services (India) Limited (CDSL) for providing the remote E-Voting Platform.

##### 4.2 Remote E-Voting:

Remote E-Voting platform remained open from Monday, 14<sup>th</sup> September 2015 (9.00 A.M.) up to Wednesday, 16<sup>th</sup> September 2015 (5.00 P.M.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and /or Special Resolutions, on the e-voting platform provided by CDSL.

#### 5. Voting at AGM

5.1 As prescribed under Rule 20(4)(xiii) of the companies (Management and Administration) Amendment Rules 2015, for the purpose of ensuring that members who have cast their votes through remote E-Voting do not vote again at the General Meeting, the scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

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

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

#### 6. RESULTS

6.1 I observed that

- a) 22 members had cast their votes through remote E-voting.
- b) 8 members had cast their votes through poll conducted at the meeting.

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

#### Item No. 1-Ordinary Resolution

**Receive, Consider & Adopt Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2015, the Report of the Board of Directors and Auditors thereon.**



(i) Voted in favour of resolution:

Type of voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	22	2568523	37.72%
Poll	8	4240259	62.28%
<b>Total</b>	<b>30</b>	<b>6808782</b>	<b>100%</b>

(ii) Voted against the resolution:

Type of Voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Poll	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

#### Item No. 2- Ordinary Resolution

Declare dividend on equity shares of the Company for the year ended 31<sup>st</sup> March, 2015

(i) Voted in favour of resolution:

Type of voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	22	2568523	37.72%
Poll	8	4240259	62.28%
<b>Total</b>	<b>30</b>	<b>6808782</b>	<b>100%</b>

(ii) Voted against the resolution:

Type of Voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid Votes



	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Poll	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

#### Item No. 3-Ordinary Resolution

Appoint a director in place of Mr. Vijay Kothari (DIN: 00172878) who retires by rotation & being eligible offers himself for re-appointment.

(i) Voted in favour of resolution:

Type of voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	21	1254173	97.03%
Poll	7	38359	2.97%
<b>Total</b>	<b>28</b>	<b>1292532</b>	<b>100%</b>

(ii) Voted against the resolution:

Type of Voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Poll	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

#### Item No. 4 -Ordinary Resolution

Appointment of M/s Spark & Associates, Chartered Accountants (FRN No 005313C) as Statutory Auditor of the Company.

(i) Voted in favour of resolution:

Type of voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	22	2568523	37.72%





Poll	8	4240259	62.28%
<b>Total</b>	<b>30</b>	<b>6808782</b>	<b>100%</b>

(ii) Voted against the resolution:

Type of Voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Poll	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

#### Item No. 5- Special Resolution

##### Adoption of New Set of Articles of Association

(i) Voted in favour of resolution:

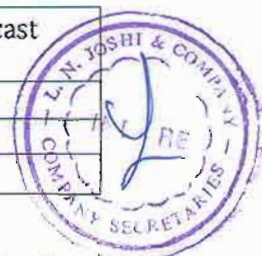
Type of voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	22	2568523	37.72%
Poll	8	4240259	62.28%
<b>Total</b>	<b>30</b>	<b>6808782</b>	<b>100%</b>

(ii) Voted against the resolution:

Type of Voting	Number of Members voted through e-voting system and through Poll	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid Votes

	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Poll	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>



Conclusion: All the resolutions stands passed with requisite majority under Remote E-voting combined with Poll at 21<sup>st</sup> Annual General Meeting held on Thursday 17<sup>th</sup> September, 2015.

The Company is hereby instructed to put up the results on its website and also that of the service provider and inform to the stock exchanges accordingly not later than 3 days of conclusion of 21<sup>st</sup> Annual General Meeting.

Thanking you,

Yours Faithfully,



Scrutinizer

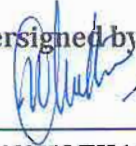
Name: L.N. Joshi

Practicing Company Secretary

FCS: 5201; CP: 4216



To be Countersigned by the Chairman



VIJAY KOTHARI

Place: Indore

Date: 19<sup>th</sup> September, 2015