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### General information about company

Scrip code	537820
Name of the company	VIJI FINANCE LIMITED
Type of meeting	AGM
Date of the meeting	31-07-2017
Start time of the meeting	10:00 AM
End time of the meeting	10:50 AM

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Manish Tambi  
Whole Time Director  
DIN: 00172883

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Voting results	
Record date	24-07-2017
Total number of shareholders on record date	2077
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	17
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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Manish Tambi  
Whole Time Director  
DIN: 00172883

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Resolution (1)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Receive, Consider & Adopt:- (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting		55529432	100.0000	55529432	0	100.0000	0.0000	0
	Poll	55529432	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	<b>Total</b>	55529432	55529432	100.0000	55529432	0	100.0000	0.0000	0
Public- Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	<b>Total</b>								
Public- Non Institutions	E-Voting		10232078	52.5515	10232078	0	100.0000	0.0000	0
	Poll	19470568	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	<b>Total</b>	19470568	10232078	52.5515	10232078	0	100.0000	0.0000	0
<b>Total</b>	<b>Total</b>	75000000	65761510	87.6820	65761510	0	100.0000	0.0000	0
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		



**Manish Tambi**  
**Whole Time Director**  
**DIN: 00172883**

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Resolution (2)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Declare dividend on the equity shares of the Company for the year ended March 31, 2017					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting		55529432	100.0000	55529432	0	100.0000	0.0000	0
	Poll	55529432	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	55529432	55529432	100.0000	55529432	0	100.0000	0.0000	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting		10232078	52.5515	10223113	8965	99.9124	0.0876	0
	Poll	19470568	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	19470568	10232078	52.5515	10223113	8965	99.9124	0.0876	0
Total	Total	75000000	65761510	87.6820	65752545	8965	99.9864	0.0136	0
Whether resolution is Pass or Not.						Yes			
Disclosure of notes on resolution						Add Notes			



Manish Tambi  
Whole Time Director  
DIN: 00172883

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Resolution (3)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				Yes					
Description of resolution considered				Appoint a Director in place of Mr. Manish Tambi (DIN: 00172883), Whole Time Director who retires by rotation and being eligible offers himself for re-appointment.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting		55154432	99.3247	55154432	0	100.0000	0.0000	0
	Poll	55529432	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	<b>Total</b>	55529432	55154432	99.3247	55154432	0	100.0000	0.0000	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	<b>Total</b>								
Public- Non Institutions	E-Voting		10232078	52.5515	10221078	11000	99.8925	0.1075	0
	Poll	19470568	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	<b>Total</b>	19470568	10232078	52.5515	10221078	11000	99.8925	0.1075	0
<b>Total</b>	<b>Total</b>	75000000	65386510	87.1820	65375510	11000	99.9832	0.0168	0
Whether resolution is Pass or Not.						Yes			
Disclosure of notes on resolution						Add Notes			



Manish Tambi  
Whole Time Director  
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Resolution (4)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Ratification of Appointment of Auditors (M/s Spark & Associates) of the Company.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting		55529432	100.0000	55529432	0	100.0000	0.0000	0
	Poll	55529432	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	55529432	55529432	100.0000	55529432	0	100.0000	0.0000	0
Public- Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting		10232078	52.5515	10223113	8965	99.9124	0.0876	0
	Poll	19470568	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	Total	19470568	10232078	52.5515	10223113	8965	99.9124	0.0876	0
Total	Total	75000000	65761510	87.6820	65752545	8965	99.9864	0.0136	0
Whether resolution is Pass or Not.						Yes			
Disclosure of notes on resolution						Add Notes			



Manish Tambi  
Whole Time Director  
DIN: 00172883

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Resolution (5)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Issue of Bonus Shares					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting		55529432	100.0000	55529432	0	100.0000	0.0000	0
	Poll	55529432	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	<b>Total</b>	55529432	55529432	100.0000	55529432	0	100.0000	0.0000	0
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	<b>Total</b>								
Public- Non Institutions	E-Voting		10232078	52.5515	10232078	0	100.0000	0.0000	0
	Poll	19470568	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)								
	<b>Total</b>	19470568	10232078	52.5515	10232078	0	100.0000	0.0000	0
<b>Total</b>	<b>Total</b>	75000000	65761510	87.6820	65761510	0	100.0000	0.0000	0
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		



Manish Tambi  
Whole Time Director  
DIN: 00172883

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

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

Dear Sir,

**SUB: Consolidated Scrutinizer's Report on Remote E-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and Poll conducted at 23<sup>rd</sup> Annual General Meeting of VIJI FINANCE LIMITED held on Monday, 31<sup>st</sup> July, 2017 at 10.00 A.M.**

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

- (i) The Board of Directors of VIJI FINANCE LIMITED in their meeting held on 10<sup>th</sup> June, 2017 for the purpose of scrutinizing the Remote E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of Companies (Management and Administration) Amendment Rules, 2015 in respect of the below mentioned resolutions transacted at the 23<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company held on Monday, 31<sup>st</sup> July, 2017.
- (ii) The Chairman of the 23<sup>rd</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 Monday, 31<sup>st</sup> July, 2017.

2. The Notice dated 22<sup>nd</sup> June, 2017 along with the statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.





### 3. Cut-off Date

The voting rights were reckoned on Monday, 24<sup>th</sup> July 2017, being the cut-off date for the purpose of deciding the entitlements of members at the Remote E-voting and voting at the meeting.

### 4. Remote E-Voting

#### 4.1 Agency:

The Company had availed the E-voting facility offered by Central Depositories Services (India) Limited (CDSL) for conducting remote E-Voting by the shareholders.

#### 4.2 Remote E-Voting:

Remote E-Voting platform remained open from Friday, 28<sup>th</sup> July, 2017 (9.00 A.M.) up to Sunday, 30<sup>th</sup> July, 2017 (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 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) 25 members had cast their votes through Remote E-voting.

b) No 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:-**

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017, together with the Reports of the Board of Directors and the Auditors thereon;
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017, together with the Report of the Auditors thereon.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	0	0	0	0	0	0	0	0	0
Remote Evoting	25	65761510	100%	0	0	0	65761510	0	0
<b>Total</b>	<b>25</b>	<b>65761510</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>65761510</b>	<b>0</b>	<b>0</b>

**Item No. 2- Ordinary Resolution**

**Declare dividend on the equity shares of the Company for the year ended March 31, 2017**

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	0	0	0	0	0	0	0	0	0
Remote Evoting	24	65752545	99.99%	1	8965	0.01	65761510	0	0
<b>Total</b>	<b>24</b>	<b>65752545</b>	<b>99.99%</b>	<b>1</b>	<b>8965</b>	<b>0.01</b>	<b>65761510</b>	<b>0</b>	<b>0</b>



### Item No. 3-Ordinary Resolution

Appoint a Director in place of Mr. Manish Tambi (DIN: 00172883), Whole Time Director who retires by rotation and being eligible offers himself for re-appointment.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	0	0	0	0	0	0	0	0	0
Remote Voting	22	65375510	99.98%	2	11000	0.02%	65386510	0	0
<b>Total</b>	<b>22</b>	<b>65375510</b>	<b>99.98%</b>	<b>2</b>	<b>11000</b>	<b>0.02%</b>	<b>65386510</b>	<b>0</b>	<b>0</b>

### Item No. 4 -Ordinary Resolution

Ratification of Appointment of Auditors (M/s Spark & Associates) of the Company.

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	0	0	0	0	0	0	0	0	0
Remote Voting	24	65752545	99.99%	1	8965	0.01%	65761510	0	0
<b>Total</b>	<b>24</b>	<b>65752545</b>	<b>99.99%</b>	<b>1</b>	<b>8965</b>	<b>0.01%</b>	<b>65761510</b>	<b>0</b>	<b>0</b>



Item No. 5- Ordinary Resolution

Issue of Bonus Shares

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	0	0	0	0	0	0	0	0	0
Remote Evoting	25	65761510	100%	0	0	0	65761510	0	0
Total	25	65761510	100%	0	0	0	65761510	0	0

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

All relevant record of electronic voting will remain in my safe custody until the chairman of the meeting considers, approves and signs the Minutes of 23<sup>rd</sup> Annual General Meeting and the same shall be handed over thereafter to Company Secretary of the company for safe keeping.

The Company is hereby instructed to put up the results on its website and also that of the service provider and inform to the stock exchange accordingly not later than 48 hours of conclusion of 23<sup>rd</sup> Annual General Meeting.

Thanking you,

Yours Faithfully,

*L.N. Joshi*  
Scrutinizer

Name: L.N. Joshi  
Practicing Company Secretary  
FCS: 5201; CP: 4216  
Place: Indore  
Date: 31<sup>st</sup> July, 2017



To be Countersigned by the Chairman



*Manish Tambi*  
Manish Tambi