

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 25TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 25th Annual General Meeting of the Members of **VIJI FINANCE LIMITED** will be held on Friday, 27th September, 2019 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 BUSINESS :-**ITEM No. 1:- TO RECEIVE, CONSIDER, APPROVE AND ADOPT :**

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the report of the Auditors thereon.

ITEM No. 2:- APPOINTMENT OF M/S SHYAM NAGORI & COMPANY (FRN: 004573C) AS STATUTORY AUDITOR 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 139, 141 & 142 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any modification or amendment or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit committee, M/s Shyam Nagori & Company, Chartered Accountants (Firm Registration No. 004573C), Indore, be appointed, as the Statutory Auditors of the Company in place of M/s. Spark & Associates, Chartered Accountants who have shown their unwillingness to continue as Statutory Auditor, to hold office for a term of five consecutive financial years from the conclusion of 25th Annual General Meeting till the conclusion of 30th Annual General Meeting to be held in financial year 2024-25 on such remuneration as may be determined by the Board of Directors plus taxes, as applicable in consultation with the auditors.”

SPECIAL BUSINESSE:-**ITEM No. 3:- APPOINTMENT OF MR. ASHISH VERMA (DIN: 07665222) AS AN INDEPENDENT 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 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as may be amended from time to time, Mr. Ashish Verma (DIN: 07665222), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th November, 2018 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and who has given a declaration of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years from 14th November, 2018 to 13th November, 2023, and he shall not be liable to retire by rotation.”

ITEM No. 4:- INCREASE IN REMUNERATION OF MR. VIJAY KOTHARI (DIN: 00172878), MANAGING DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Remuneration of Mr. Vijay Kothari (DIN: 00172878), Managing Director be and is hereby increased from Rs. 2,00,000/- to Rs. 2,50,000/- per month with effect from 01st Day of June, 2019 on the following terms, conditions, salary and prerequisites:

- a) Salary: Rs. 2, 50,000/- (Rupees Two Lakh Fifty Thousand only) per month.

- b) Perquisites: In addition to the above salary Mr. Vijay Kothari (DIN: 00172878), Managing Director shall also be entitled to the perquisite (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 furniture, 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 an amount equal to 25 % of annual salary.”

“**RESOLVED FURTHER THAT** wherein a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to him shall not exceed the ceiling limit prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 for that year, which will be payable to him as minimum remuneration for that year.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to vary, alter, increase or enhance/change from time to time, subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, read with Schedule V thereto, and subject to the requisite approvals, if any, being obtained”

“**RESOLVED FURTHER THAT** Board of the Directors of the Company be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution.”

ITEM No. 5:- RE-CLASSIFICATION OF PROMOTERS:

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

"RESOLVED THAT pursuant to the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('the Listing Regulations') consent of Members of the Company be and is hereby accorded subject to the approval of Stock Exchanges and/or such other approval, if any, as may be required, for reclassification of shareholding of Mrs. Neha Tambi from 'Promoter & Promoter Group Category' to 'Public Category' and for removal of name of Mr. Manish Tambi from Promoter & Promoter Group Category."

"RESOLVED FURTHER THAT the Promoter Group member seeking re-classification along with their personal promoter group entities and person acting in concert do not / will not:

- i have any special rights through formal or informal agreements.
- ii hold more than 10% of the paid-up capital of the Company.
- iii. act as a Key Managerial person for a period of more than three years from the date of Shareholders approval."

"RESOLVED FURTHER THAT Mr. Vijay Kothari (DIN: 00172878) Managing Director and Mrs. Juhee Verma (DIN: 07691682) Director of the Company be and are hereby severally authorized to make application to stock exchanges for re-classification of shares held by Mrs. Neha Tambi from Promoter & Promoter Group Category to Public Category and removal of name of Mr Manish Tambi from Promoter and Promoter Group."

"RESOLVED FURTHER THAT Mr. Vijay Kothari, (DIN: 00172878) Managing Director of the company and Mrs. Juhee Verma (DIN: 07691682) Director be and are hereby severally authorized to sign applications, papers, documents and to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary or desirable and to settle any questions, difficulty or doubt that may arise in order to give effect to the above resolution for and on behalf of the Company.”

**By order of the Board of Directors
FOR VIJI FINANCE LIMITED**

Date: 27th August, 2019

Place: Indore

VIJI FINANCE LIMITED

CIN: L65192MP1994PLC008715

Registered Office: 11/2, Usha Ganj,

Jaora Compound. Indore-M.P. 452001

Website: www.vijifinance.com

Email: info@vijifinance.com

Phone: 0731-4246092

**STUTI SINHA
Company Secretary
ACS 42371**

NOTES:-

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING 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.
- The Composition of Board consists of a Managing Director and three Independent Directors and in terms of Article No 98(1) of Articles of Association of the Company; Managing Director is not liable to retire by rotation. Hence, there is no director whose office is liable to be determined for retirement by rotation.
- 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 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, 21st Day of September, 2019 to Friday 27th Day of September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
- As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Ankit Consultancy Private Limited for assistance in this regard.
- As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account along with the original cancelled cheque bearing the name of the Member to Ankit consultancy/Company to update their Bank Account details. Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant. The Company or Ankit Consultancy Private Limited cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
- Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial standard of General Meeting in respect of the Director seeking appointment at the ensuing AGM is provided in **Annexure I** of this Notice.
- Members who have not encashed their dividend warrants are requested to correspond with the Registrar and Share Transfer agent i.e. Ankit Consultancy Private Limited (R&STA) or the company secretary, at the company's registered office. In terms of Sections 124(5) of the Companies Act, 2013, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to the Investor Education and Protection Fund. Accordingly, the unpaid dividend lying in dividend account of the year 2011-12 will be transferred to Investor Education and Protection Fund at appropriate time in the current financial year. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend. Shareholders can visit the Company's website www.vijifinance.com to check the details of their unclaimed dividend under the section Financial Report and on the website of the IEPF viz. www.iepf.gov.in.

Pursuant to provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all the underlying shares on which dividend has not been paid or claimed for

seven consecutive years or more shall be transferred to IEPF authority as notified by the Ministry of Corporate Affairs. In view thereof, during the financial year 31.03.2019 after complying with the prescribed procedure 825000 equity shares on which dividend remained to be unclaimed for seven consecutive years, were transferred to IEPF account. The Company has initiated the process of transfer of shares on which dividend has not been claimed since financial year 2011-12 and the same will be transferred on due date. Members who have not claimed dividend declared for financial year 2011-12 and onwards are requested to claim the same before the dividend and the underlying shares gets transferred to IEPF account.

Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.

- 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 2019 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 2019 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. The aforesaid documents will be also available for inspection by members at the 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 True Copy of Board Resolution along with the specimen signature(s), authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
- The Notice of AGM along with complete Annual report shall be dispatched to the shareholders who are registered as member as on 23rd August, 2019. Further, Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2018-19 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.
- A member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her query to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
- 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, Electronic Complex, Pardeshipura, 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 voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the Company as on Friday, 20th September, 2019, being the cut-off date.
- 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 Tuesday, 24th September, 2019 from 9.00 A.M. and ends on Thursday, 26th September, 2019 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 Friday, 20th September, 2019, 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 DPID 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 | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 | 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. |
| OR Date of Birth (DOB) | 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. FCS-5201) 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 48 hours from 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. Friday 27th September, 2019 subject to receipt of the requisite number of votes in favour of the Resolutions.

**By Order of the Board of Directors
FOR VIJI FINANCE LIMITED**

Date: 27th August, 2019

Place: Indore

VIJI FINANCE LIMITED

CIN: L65192MP1994PLC008715

Registered Office: 11/2, Usha Ganj,
Jaora Compound, Indore-M.P. 452001

Website: www.vijifinance.com

Email: info@vijifinance.com

Phone: 0731-4246092

**STUTI SINHA
Company Secretary
ACS 42371**

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**ITEM No. 2:- APPOINTMENT OF M/S SHYAM NAGORI & COMPANY (FRN: 004573C) AS STATUTORY AUDITOR OF THE COMPANY:**

M/s. Spark & Associates, Chartered Accountants, Indore (ICAI Registration Number 005313C), have given their resignation from the post of Statutory Auditors of the Company from the conclusion of 25th Annual General Meeting resulting into casual vacancy in the office of an auditor. Hence, in accordance with the provisions of Section 139(8) of the Companies Act, 2013 and pursuant to the recommendations of Audit Committee; Board of Directors in their meeting held on 27th August, 2019 had recommended appointment of M/s Shyam Nagori & Co, Chartered Accountants, Indore (ICAI Registration Number 004573C) as Statutory Auditor of the Company for the term of five consecutive years with effect from the conclusion of 25th Annual General Meeting.

The company has received necessary certificate and written consent from M/s Shyam Nagori & Co., Chartered Accountants stating that their appointment, if made, shall be in accordance with the statutory requirements under the Companies Act, 2013 read with Rule 10 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and SEBI (LODR) Regulations, 2015.

Further, M/s. Shyam Nagori & Company Chartered Accountants is also peer reviewed firm which is mandatory requirement of appointment of statutory auditors in any listed entity. Disclosure pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

| | |
|--|--|
| Proposed Fees Payable to Statutory Auditor | 60,000/- Rs. p.a. |
| Terms of Appointment | 5 Years i.e. from the conclusion of 25th Annual General Meeting till the conclusion of 30th Annual General Meeting. |
| Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change | No Change. |
| Basis of Recommendation of Appointment | M/s. Shyam Nagori & Co., Chartered accountant is governed by the Chartered Accountants Act, 1949 (the 'Act') and as per the provisions of the Act, firm is subject to peer reviews which are conducted regularly by Institute of Chartered Accountants of India (ICAI). The Firm serves large clients like listed companies, mutual & large unlisted companies, etc. |
| Details in relation to and credentials of the statutory auditor | M/s. Shyam Nagori & Co., Chartered Accountants Proprietorship firm has a long and prestigious history and engaged in the profession of Chartered Accountancy since from 1989 The firm has overall standing of more than 30 years. |

Accordingly, the Board of Directors recommends passing of resolution at item no. 2 as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, financially or otherwise, deemed to be concerned or interested, in proposed business.

ITEM No. 3:- APPOINTMENT OF MR. ASHISH VERMA (DIN: 07665222) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Ashish Verma, was appointed as an Additional Director of the Company at the meeting of the Board of Directors held on 14th November, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"). He holds office as a Director up to the date of the forthcoming Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act, from the member proposing the candidature of Mr. Ashish Verma for the office of Independent Director to be appointed, as such under the provisions of Section 149 of the Act to hold office for a term of five years up to 13th November, 2023.

The Board of Directors is of the view that your Company would benefit from the rich and varied experience of Mr. Ashish Verma and accordingly, recommends the Ordinary Resolution set forth in Item No. 3 of the Notice for approval of the Members.

In the opinion of the Board, Mr. Ashish Verma fulfils the conditions specified in the Act and rules made there under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and he is independent of the management.

The brief profile of the director who is proposed to be appointed as independent director is annexed herewith separately with this notice.

Keeping in view of the experience and expertise of Mr. Ashish Verma the Board of Directors considers it desirable that the Company should avail his services and accordingly recommends the resolution as set out in Item no. 3 for approval of members.

Except proposed appointee none of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested financially or otherwise in the Resolution.

ITEM No. 4:- INCREASE IN REMUNERATION OF MR. VIJAY KOTHARI (DIN: 00172878), MANAGING DIRECTOR OF THE COMPANY:

Mr. Vijay Kothari is associated with company since incorporation as a promoter and Director of the Company and is having rich and

diversified experience in finance. His vast knowledge, experience and his ability to gain the confidence of stakeholders and customers about the Finance Market has proved to be very much helpful for the company and his guidance is making company achieve success consistently. He was appointed as the Managing Director of the Company for a period of 3 years with effect from 07th May, 2018 to 06th May, 2021 in the Annual General Meeting held on 28th September, 2018 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 limit prescribed for the Managerial Person in Schedule V of the Companies Act, 2013.

The proposed remuneration will be in the limit prescribed for the managerial person in Schedule V of the Companies Act, 2013 amended up to date.

Further, information required as per Schedule V of the Companies Act, 2013 is given as follows:-

| I. General information: | | | | |
|--------------------------------|---|-------------------------|---|-------------------------|
| 1 | Nature of industry | | Finance (NBFC) | |
| 2 | Date or expected date of commencement of commercial production | | The company is not engaged in any manufacturing activities and is engaged in NBFC activities. | |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | | Not Applicable | |
| 4 | Financial Performance based on given indicators | | Figures In lacs | |
| | Financial Year | Revenue from operations | Profit/(loss) before Tax | Profit/(loss) after Tax |
| | 2017-18 | 231.04 Lacs | 190.74 Lacs | 142.17 Lacs |
| | 2016-17 | 160.63 Lacs | 94.33 Lacs | 60.62 Lacs |
| | 2015-16 | 133.02 Lacs | 57.30 Lacs | 34.42 Lacs |
| 5 | Foreign investments or collaborations, if any | | The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas. | |

| II. Information about the appointee: | | |
|---|--|--|
| 1 | Background details | Mr. Vijay Kothari aged 52 years is the Founder member of the Company. He is associated with the Company since incorporation and he is a commerce graduate and matured Business Personality and having good experience in the field of finance and economic. |
| 2 | Past remuneration | Nil |
| 3 | Recognition or awards | None |
| 4 | Job profile and his suitability | He is having 23 years experience in Finance/Economics, and also has knowledge in National Trade and Industry. |
| 5 | Remuneration proposed | Rs. 2,50,000/- per month (Rupees Two Lacs Fifty Thousand Only) |
| 6 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person. | Though the exact latest data of the comparative profile with remuneration of the CEO/MD/Key Personnel of Financial Services Companies is not available, however generally the CEOs/MDs/Key Managerial personnel of NBFC Companies of comparable status are generally receiving remuneration above Rs. 50 to 80 lacs per annum. |
| 7 | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | No pecuniary relationship directly or indirectly with company or relationship with any managerial personnel. |

| III. Other information: | | |
|--------------------------------|---|---|
| 1 | Reasons of loss or inadequate profits | - Economic slowdown - Uncertainty of market - Tough Competition - Strict compliance by regulatory Authorities |
| 2 | Steps taken or proposed to be taken for improvement | The Company has initiated various steps to improve its operational performance/liquidity, including cost control measures have been put in place. |
| 3 | Expected increase in productivity and profits in measurable terms | With plans for expansion, the Company is expecting a favorable increase in the productivity and profitability in the coming years. |

The disclosure as required under Part II of Schedule V of Companies Act, 2013, is covered under Corporate Governance Report forming part of Annual Report.

Except Mr. Vijay Kothari, none of the Directors, KMP of the Company and their relatives, in any way concerned or interested, financially or otherwise, in the resolution as set out in Item No. 4 of the notice.

ITEM No. 5:- RE-CLASSIFICATION OF PROMOTERS:

The Company is in receipt of a request from Mrs. Neha Tambi, for re-classification of her shareholding from Promoter & Promoter Group Category to Public Category and from Mr. Manish Tambi for removal of his name from Promoter & Promoter Group Category under Regulation 31A(2) & (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015').

The request's made by Mrs. Neha Tambi and Mr. Manish Tambi is predicated on the following circumstances:

- a) Mrs. Neha Tambi's existing shareholding in the Company is 863 shares comprising of 0.0010% shareholding in the Company which is less than 1% of the shareholding of the company. Further, Mr. Manish Tambi does not hold any shares in the company. Thus, they do not confer any control over the Company;
- b) Mrs. Neha Tambi and Mr. Manish Tambi do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- c) Mrs. Neha Tambi and Mr. Manish Tambi are not engaged in the management or day to day affairs of the Company nor do they directly or indirectly exercise control over the affairs of the Company;
- d) Mrs. Neha Tambi and Mr. Manish Tambi do not hold the position of Key Managerial Personnel and are not represented on the Board of Directors (nor have a nominee director) of the Company;
- e) Mrs. Neha Tambi and Mr. Manish Tambi are not 'willful defaulter' as per the Reserve Bank of India Guideline or a fugitive economic offender.

The request received from Mrs. Neha Tambi and Mr. Manish Tambi was placed before the Board at their meeting held on June 26, 2019. The Board of Directors has approved the request for reclassification of Mrs. Neha Tambi from Promoter Group Category to Public Category and of Mr. Manish Tambi for removal of his name from Promoter & Promoter Group Category of the Company, subject to approval of shareholders and the Stock Exchanges.

On approval of the Stock Exchange(s) for the said reclassification, the Company shall effect such re-classification in the Statement of Shareholding Pattern of the Company from immediate succeeding quarter under Regulation 31 of the Listing Regulations and in compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable laws.

In terms of Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the public shareholding to achieve compliance with the minimum public shareholding requirement.

The proposed re-classification of the shareholding of the Promoter Group mentioned in table given above is not pursuant to Regulation 31A(5) or (6) of the Listing Regulations, 2015.

Post-re-classification the remaining members of the existing 'Promoter and Promoter Group Category' of the Company will be as follows:

1. Mr. Vijay Kothari
2. Mrs. Shilpa Kothari

The Board recommends the Ordinary Resolution as set out at Item no. 5 of the Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item no. 5 of the Notice.

By Order of the Board
FOR VIJI FINANCE LIMITED
STUTI SINHA
Company Secretary
ACS 42371

Date: 27th August, 2019

Place: Indore

VIJI FINANCE LIMITED

CIN: L65192MP1994PLC008715

Registered Office: 11/2, Usha Ganj,

Jaora Compound. Indore-M.P. 452001

Website: www.vijifinance.com

Email: info@vijifinance.com

Phone: 0731-4246092

ANNEXURE 1

Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard for General Meeting, the additional information of Director seeking appointment in the ensuing Annual General Meeting is as follows:

| | |
|---|---|
| Name of Director | Mr. Ashish Verma |
| DIN | 07665222 |
| Date of Birth | 13/11/1967 |
| Date of Appointment | 14/11/2018 |
| Expertise / Experience in specific functional areas | 32 years of experience in Education and Administration |
| Qualification | MA, M.Phil, M.Ed, MBA |
| No. & % of Equity Shares held in the Company | Nil |
| List of outside Company's directorship held | 1. Ebot Technosoft Limited 2. Viji Housing Finance Limited 3. Brightwood Education Management Private Limited |
| Chairman / Member of the Committees of the Board of Directors of the Company | Member of Audit Committee, Nomination & Remuneration Committee and Stakeholder's Relationship Committee |
| 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

