

27th September, 2016

To, The Secretary, Corporate Relationship Department, Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	To The Secretary The National Stock Exchange Limited Bandra Kurla Complex Mumbai
To The Secretary The Calcutta Stock Exchange Limited 4, Lyons Range, Dalhousie, Murgighata, B B D Bagh, Kolkata, West Bengal 700001	

Sub: - Submission of Voting Results of 22nd Annual General Meeting of VIJI FINANCE LIMITED held on 26th September, 2016 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015


Ref: VIJI FINANCE LIMITED (BSE Scrip Code 537820; ISIN No. INE159N01019)

Dear Sir,

With reference to the above captioned subject and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results of 22nd Annual General Meeting of VIJI FINANCE LIMITED held on Monday, 26th September, 2016 at 10:00 A.M. at Registered Office at 11/2, Usha Ganj, Jaora Compound, Indore(M.P.) along with Combined Report of Scrutinizer on Remote E-voting and Poll taken at the meeting.

Kindly take the same on record.

Thanking you,
Yours faithfully
For, VIJI FINANCE LIMITED


STUTI SINHA
Company Secretary & Compliance Officer
M. No. A42371



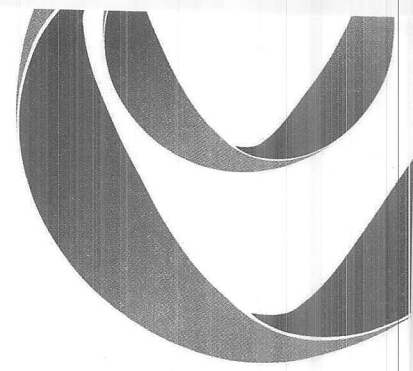
**DISCLOSURE OF VOTING RESULTS OF 22ND ANNUAL GENERAL MEETING OF VIJI FINANCE LIMITED
HELD ON 26TH SEPTEMBER 2016 AS PER THE REQUIREMENT OF REGULATION 44(3) OF THE
SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

DETAILS OF VOTING RESULTS

Date of Annual General Meeting:	26.09.2016
Total Number of Shareholders on Record Date:	1115
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	4
Public:	24
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group:	No such facility was provided to members
Public:	

1. To Receive, Consider & Adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2016, together with the Reports of the Board of Directors and the Auditors thereon;

Resolution required: (Ordinary/Special)		Ordinary						
Whether Promoter/Promoter Group are interested in proposed Agenda/Resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5591250	5591250	100	5591250	0	100	0
	Poll		0	0	0	0	0	0
	Total	5591250	5591250	100	5591250	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-Voting	1908750	1179173	61.78	1179173	0	100	0
	Poll		54200	2.84	54200	0	100	0
	Total	1908750	1233373	64.62	1233373	0	100	0
Total		7500000	6824623	90.99	6824623	0	100	0



2. Declare dividend on the equity shares of the Company for the year ended March 31, 2016

Resolution required: (Ordinary/Special)

Ordinary

Whether Promoter/Promoter Group are interested in proposed Agenda/Resolution?

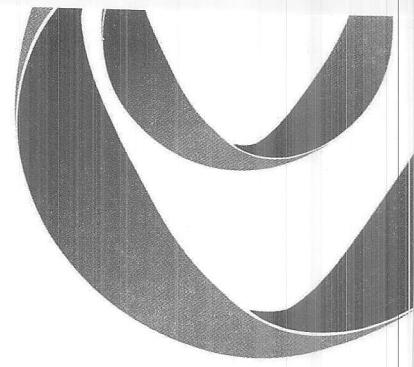
No

Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5591250	5591250	100	5591250	0	100	0
	Poll		0	0	0	0	0	0
	Total	5591250	5591250	100	5591250	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-Voting	1908750	1179173	61.78	1179173	0	100	0
	Poll		54200	2.84	54200	0	100	0
	Total	1908750	1233373	64.62	1233373	0	100	0
Total		7500000	6824623	90.99	6824623	0	100	0



3. Appoint Director in place of Mr. Vijay Kothari (DIN: 00172878), who retires by rotation and being eligible offers himself for re-appointment.

Resolution required: (Ordinary/Special)				Ordinary				
Whether Promoter/Promoter Group are interested in proposed Agenda/Resolution?				Yes				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5591250	5591250	100	5591250	0	100	0
	Poll		0	0	0	0	0	0
	Total	5591250	5591250	100	5591250	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-Voting	1908750	1179173	61.78	1179173	0	100	0
	Poll		54200	2.84	54200	0	100	0
	Total	1908750	1233373	64.62	1233373	0	100	0
Total		7500000	6824623	90.99	6824623	0	100	0



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

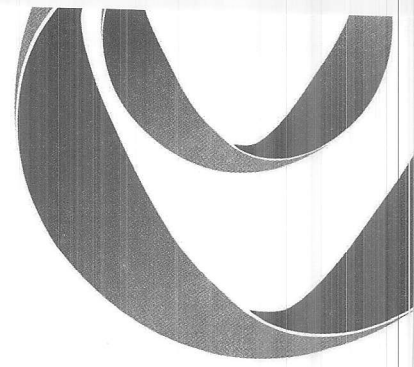
Resolution required: (Ordinary/Special)

Ordinary

Whether Promoter/Promoter Group are interested in proposed Agenda/Resolution?

No

Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No			
					No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5591250	5591250	100	5591250	0	100	0
	Poll		0	0	0	0	0	0
	Total	5591250	5591250	100	5591250	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-Voting	1908750	1179173	61.78	1179173	0	100	0
	Poll		54200	2.84	54200	0	100	0
	Total	1908750	1233373	64.62	1233373	0	100	0
Total		7500000	6824623	90.99	6824623	0	100	0



5. Increase in Remuneration of Mr. Manish Tambi(DIN: 00172883) Whole-Time Director of the Company.

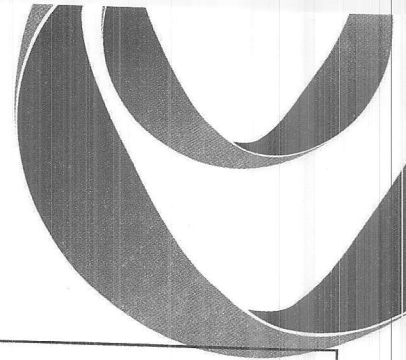
Resolution required: (Ordinary/Special)

Ordinary

Whether Promoter/Promoter Group are interested in proposed Agenda/Resolution?

Yes

Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5591250	5553750	99.33	5553750	0	100	0
	Poll		0	0	0	0	0	0
	Total	5591250	5553750	99.33	5553750	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-Voting	1908750	1179173	61.78	1179173	0	100	0
	Poll		54200	2.84	54200	0	100	0
	Total	1908750	1233373	64.62	1233373	0	100	0
Total		7500000	6787123	90.49	6787123	0	100	0



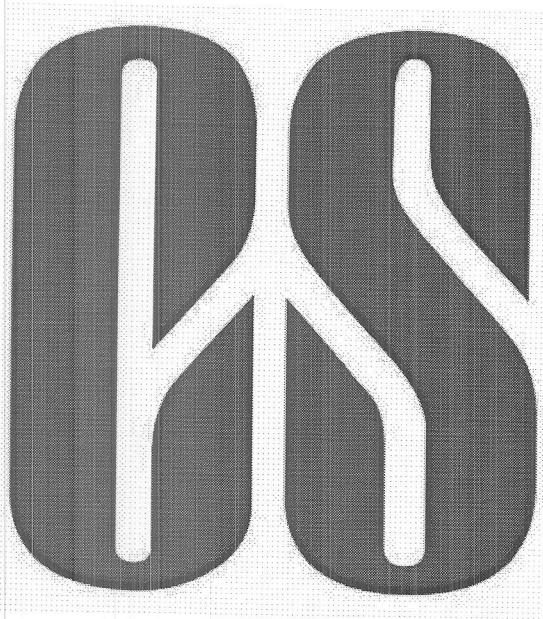
6. Related Party Transaction.

Resolution required: (Ordinary/Special)				Special				
Whether Promoter/Promoter Group are interested in proposed Agenda/Resolution?				Yes				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5591250	75000	1.34	75000	0	100	0
	Poll		0	0	0	0	0	0
	Total	5591250	75000	1.34	75000	0	100	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non-Institutions	E-Voting	1908750	1179173	61.78	1179173	0	100	0
	Poll		54200	2.84	54200	0	100	0
	Total	1908750	1233373	64.62	1233373	0	100	0
Total		7500000	1308373	17.44	1308373	0	100	0

Note: Copy of Combined report of Scrutinizer's on E-voting and Poll are enclosed herewith.

FOR VIJI FINANCE LIMITED

VIJAY KOTHARI
 CHAIRMAN 22ND AGM
 Date: 26/09/2016



"COMBINED REPORT ON REMOTE E-VOTING & POLL"

M/s VIJI FINANCE LIMITED

22ND ANNUAL GENERAL MEETING

26TH SEPTEMBER 2016

CS L.N. JOSHI

L.N. JOSHI & COMPANY, COMPANY SECRETARIES

306, Sterling Arcade, 15/3, Race Course Road, Indore-452003

☎ : +91-731-4266708, +91-9425060308, Email: lnjoshics@gmail.com

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

To,
The Chairman,
22nd 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 22nd Annual General Meeting of VIJI FINANCE LIMITED held on Monday, 26th September, 2016 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 10th August, 2016 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 22nd Annual General Meeting (AGM) of the members of the Company held on Monday, 26th September, 2016.
- (ii) The Chairman of the 22nd 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, 26th September, 2016.

2. The Notice dated 10th August, 2016 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, 19th September 2016, 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.

Report of Scrutinizer on Remote E-Voting & Poll of VIJI FINANCE LIMITED at 22ND AGM



4.2 Remote E-Voting:

Remote E-Voting platform remained open from Friday, 23rd September 2016 (9.00 A.M.) up to Sunday, 25th September 2016 (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 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

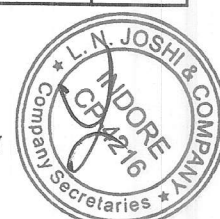
- a) 23 members had cast their votes through remote E-voting.
- b) 15 members had cast their votes through poll conducted at the meeting.

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

To Receive, Consider & Adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2016, together with the Reports of the Board of Directors and 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	15	54200	100%	0	0	0	54200	0	0
Remote Evoting	23	6770423	100%	0	0	0	6770423	0	0
Total	38	6824623	100%	0	0	0	6824623	0	0



Item No. 2- Ordinary Resolution

Declare dividend on the equity shares of the Company for the year ended March 31, 2016

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	15	54200	100%	0	0	0	54200	0	0
Remote Evoting	23	6770423	100%	0	0	0	6770423	0	0
Total	38	6824623	100%	0	0	0	6824623	0	0

Item No. 3-Ordinary Resolution

Appoint Director in place of Mr. Vijay Kothari (DIN: 00172878), 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	15	54200	100%	0	0	0	54200	0	0
Remote Evoting	23	6770423	100%	0	0	0	6770423	0	0
Total	38	6824623	100%	0	0	0	6824623	0	0

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	15	54200	100%	0	0	0	54200	0	0
Remote Evoting	23	6770423	100%	0	0	0	6770423	0	0
Total	38	6824623	100%	0	0	0	6824623	0	0



Item No. 5- Ordinary Resolution

Increase in Remuneration of Mr. Manish Tambi(DIN: 00172883) Whole-Time Director 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	15	54200	100%	0	0	0	54200	0	0
Remote Evoting	22	6732923	100%	0	0	0	6732923	0	0
Total	37	6787123	100%	0	0	0	6787123		

Item No. 6- Special Resolution

Related Party Transaction.

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	15	54200	100%	0	0	0	54200	0	0
Remote Evoting	21	1254173	100%	0	0	0	1254173	0	0
Total	36	1308373	100%	0	0	0	1308373	0	0

Based on the above information, you may kindly announce the result of voting by Poll at AGM and remote e-voting.

All relevant record of electronic voting and poll will remain in my safe custody until the chairman of the meeting considers, approves and signs the Minutes of 22nd Annual General Meeting and the same shall be handed over thereafter to the Chairman of the Meeting and the Company Secretary of the company for safe keeping.

The Company is hereby instructed to put up the results 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 22nd Annual General Meeting.

Thanking you,

Yours Faithfully,



Scrutinizer

Name: L.N. Joshi

Practicing Company Secretary

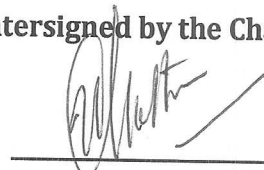
FCS: 5201; CP: 4216

Place: Indore

Date: 26th September, 2016



To be Countersigned by the Chairman



Vijay Kothari

Report of Scrutinizer on Remote E-Voting & Poll of VIJI FINANCE LIMITED at 22ND AGM