

Dated: 2<sup>nd</sup> August, 2017

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

**Sub: Compliance under Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015**

**Ref: Viji Finance Limited (BSE Scrip Code 537820; NSE Symbol: VIJIFIN  
ISIN INE159N01027)**

Dear Sir/Madam,

With reference to the above mentioned subject and in terms of Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, please find enclosed the Annual Report for the F.Y. 2016-17 as approved and adopted in the 23<sup>rd</sup> Annual General Meeting of the company held on Monday, 31<sup>st</sup> July, 2017.

You are requested to please take the same on record.

Thanking you,

**For VIJI FINANCE LIMITED**

*Stuti Sinha*

**Stuti Sinha**  
**Company Secretary and Compliance Officer**  
**M.No. A42371**





# **VIJI FINANCE LIMITED**

**23 RD ANNUAL REPORT**

**2016-2017**

# INDEX

| <i><b>Particular</b></i>                                    | <i><b>Page No.</b></i> |
|---|------------------------|
| Board of Directors.....                                     | 1-1                    |
| Notice of Annual General Meeting & Route Map for Venue..... | 2-17                   |
| Report of Board of Directors.....                           | 18-29                  |
| Annexure to the Report of Board of Directors.....           | 30-50                  |
| Management Discussion and Analysis along with.....          | 51-54                  |
| Corporate Governance Report.....                            | 55-76                  |
| Standalone Independent Auditor's Report.....                | 77-84                  |
| Standalone Balance Sheet.....                               | 85-85                  |
| Standalone Statement of Profit & Loss account.....          | 86-86                  |
| Standalone Cash Flow Statement.....                         | 87-87                  |
| Standalone Notes to the Financial Statements.....           | 88-96                  |
| Consolidated Independent Auditor's Report.....              | 97-101                 |
| Consolidated Balance Sheet.....                             | 102-102                |
| Consolidated Statement of Profit & Loss account.....        | 103-103                |
| Consolidated Cash Flow Statement.....                       | 104-104                |
| Consolidated Notes to the Financial Statements.....         | 105-115                |
| Proxy Form / Attendance Slip.....                           | 116-117                |

# 23RD ANNUAL REPORT 2016 -17

## BOARD OF DIRECTORS

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

**COMPANY SECRETARY:**  
STUTI SINHA

**CHIEF FINANCIAL OFFICER:**  
SIDDHANT SHARMA

**REGISTERED OFFICE:**  
VIJI FINANCE LIMITED  
L65192MP1994PLC008715  
11/2, USHA GANJ,  
JAORA COMPOUND  
INDORE (M.P.)-452001  
Tel. 0731-4246092  
Email id- info@vijifinance.com  
Website-www.vijifinance.com

**STATUTORY AUDITORS:**  
M/s. SPARK & ASSOCIATES,  
CHARTERED ACCOUNTANTS  
INDORE M.P.

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

UNION BANK OF INDIA  
SANYOGITA GANJ  
INDORE MAIN BRANCH  
INDORE (M.P.)-452001

## REGISTRAR AND SHARE TRANSFER AGENT

Ankit Consultancy Pvt. Ltd.  
Plot No. 60, Electronic Complex,  
Pardeshipura Indore (M.P.)-452010  
Tel.:0731-2551745, 2551746,  
Fax: 0731-4065798  
Email id- ankit\_4321@yahoo.com





# VIJI FINANCE LIMITED

CIN: L65192MP1994PLC008715

Registered Office: 11/2, Usha Ganj, Jaora Compound, Indore (M.P.)-452001  
Tel. 0731-4246092, Email id- info@vijifinance.com, Website-www.vijifinance.com

---

## NOTICE OF 23<sup>RD</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that 23<sup>rd</sup> Annual General Meeting of the Members of **VIJI FINANCE LIMITED** will be held on Monday , 31<sup>st</sup> July, 2017 at 10.00 A.M. at the Registered office of the company situated at 11/2, Usha Ganj, Jaora Compound, Indore (M.P.)-452001, to transact the following businesses:-

### ORDINARY BUSINESSES:-

1. To receive, consider and adopt:
  - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 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, 2017, together with the report of the Auditors thereon.
2. To declare dividend on equity shares of the Company for the year ended March 31, 2017.
3. To 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.
4. To consider ratification of appointment of Auditors of the Company:-

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) the appointment of M/s Spark & Associates, Chartered Accountants (ICAI Firm Registration No. 005313C), as Auditors of the Company for a term of three years i.e. till the conclusion of the 24<sup>th</sup> Annual General Meeting to be held in the year 2018, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this 23<sup>rd</sup> Annual General Meeting till the conclusion of 24<sup>th</sup> Annual General Meeting of the Company to be held in the year 2018, at such remuneration, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection

with audit to be carried out by them, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### **SPECIAL BUSINESS:-**

#### **ITEM No. 5- ISSUE OF BONUS SHARES**

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 63 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2009, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, including any other applicable regulations and guidelines issued by SEBI and Reserve Bank of India in this regard and in accordance with the provisions of the Article 70 to 71 of Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for capitalization of such sum from the Securities Premium account of the Company or such other account as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) for the purpose of issuance of Bonus Equity Shares of Re.1/- each (Rupee one only), credited as fully paid-up Equity Shares to the holders of the existing fully paid-up Equity Shares of the Company, whose names appear in the Register of Members maintained by the Company’s Registrar and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on the Record Date in the **proportion of 1 (One) Equity Share of Re.1/- (Rupee One only) each for every 10 (Ten) fully paid-up Equity Shares of Re. 1/-(Rupee one only) each** held by the Members of the Company.

**RESOLVED FURTHER THAT** the Bonus Equity Shares will be allotted to Members holding shares in electronic form as per the beneficiary position downloaded from the Depositories i.e. NSDL and CDSL and to Members holding shares in physical form as on Record Date.



**RESOLVED FURTHER THAT** the allotment of new Equity Bonus Shares to the extent they relate to non resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as may be deemed necessary.

**RESOLVED FURTHER THAT** no fractions arising out of the issue and allotment of Bonus Equity Shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements shall be consolidated and the Bonus Equity Shares, in lieu thereof, shall be allotted by the Board to the Nominees appointed by the Board, who shall hold the same as Trustees for the Members entitled thereto, and sell the said Equity Shares so arising at the prevailing market rate and distribute net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlement.

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu in all respect with the existing fully paid up Equity Shares of the Company.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued but in the case of members who hold shares in dematerialized mode, the Bonus Shares shall be credited to the beneficiary accounts of the members maintained with Depository Participants and in case of members who hold shares in physical mode, the share certificate(s) in respect of the Bonus Shares shall be dispatched within the prescribed time limit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of Bonus Shares on the Stock Exchanges where the Equity Shares of the Company are listed, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Rules and Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of Bonus Shares, filing of any documents with the SEBI, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or any concerned authorities and to settle any question, difficulty or doubt that may arise in regard thereto."

By order of the Board of Directors  
FOR VIJI FINANCE LIMITED

STUTI SINHA  
Company Secretary  
ACS 42371

Date: 22<sup>nd</sup> June, 2017  
Place: Indore  
VIJI FINANCE LIMITED  
CIN: L65192MP1994PLC008715  
Registered Office: 11/2, Usha Ganj,  
Jaora Compound. Indore-M.P. 452001



**NOTES:-**

- **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.**
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
- Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filed and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- In order to enable us to register your attendance at the venue of the Annual General meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give a duly filled attendance slip for your signature and participation at the meeting.
- The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business 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, 15<sup>th</sup> Day of July, 2017 to Monday 17<sup>th</sup> Day of July, 2017 (both days inclusive) for the purpose of payment of dividend to those members whose name stand on the Register of Members as on Friday 14<sup>th</sup> July, 2017. The Dividend in respect of equity shares held in electronic form will be payable to the beneficial owner of the equity shares as at the end of business hours on Friday 14<sup>th</sup> July, 2017, as per the details furnished by the depositories for this purpose & all those members holding shares in physical form after giving effect to all valid share transfers lodged with the Company before closing hours on Friday 14<sup>th</sup> July, 2017.



- As per circular dated 21 March 2013, issued by Securities and Exchange Board of India, companies whose securities are listed on the stock exchanges are required to use electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, dividend, if declared, will be paid through National Electronic Clearing Service (NECS)/Electronic Clearance Service (ECS), wherever the facility is available. Where dividend payments are made through NECS/ECS, intimations regarding such remittance would be sent separately to the members. In case where the dividend cannot be paid through NECS/ECS, the same will be paid by account payee/non-negotiable instruments with bank account details printed thereon. For enabling the payment of dividend through electronic mode, members holding shares in physical form are requested to furnish, on or before Monday 31<sup>st</sup> July, 2017, updated particulars of their bank account, to the share transfer agent of the Company i.e. Ankit Consultancy Private Limited along with a photocopy of a 'cancelled' cheque of the bank account. Beneficial owners holding shares in electronic form are requested to furnish their bank particulars to their respective depository participants and make sure that such changes are recorded by DPs correctly on or before Monday 31<sup>st</sup> July, 2017.
- Subject to the provisions of the Section 123 of Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the ensuing annual general meeting will be Dispatched/paid/credited on or after 5<sup>th</sup> August, 2017.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) for transactions involving transfer of shares. Therefore, members holding shares in physical form are requested to furnish their PAN along with self attested photocopy of PAN card to the R&TA. Members holding shares in demat mode are requested to register the details of PAN with their DPs.
- Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the ensuing AGM are provided in Annexure 1 of this Notice.
- Members wishing to claim dividends that remains unclaimed are requested to correspond with the Registrar and Share Transfer agent i.e. Ankit Consultancy Private Limited (R&TA) or the company secretary, at the registered office of the company. Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the Investor Education and Protection Fund (IEPF) as per Section 124 of the Act, and the applicable rules. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

The Ministry of Corporate Affairs ('MCA') on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012 (IEPF





Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends, as on the date of last AGM i.e. September 26, 2016, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under 'Financial Report' section on the website of the Company viz. [www.vijifinance.com](http://www.vijifinance.com).

- Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of Annual General Meeting and the Annual Report, including financial statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding electronic copy of the Annual Report for 2017 to all the Members whose e-mail ids are registered with the Company/Depository Participant(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 2017 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, up to the date of the ensuing annual general meeting.
- Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- The Members are requested to:
  - a) Intimate changes, if any, in their registered addresses immediately.
  - b) Quote their ledger folio/DPID number in all their correspondence.
  - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.

- e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified True Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
  - Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2016-17 will also be available on the Company's website i.e [www.vijifinance.com](http://www.vijifinance.com)
  - Route map for the venue of Annual General meeting with prominent land mark is annexed with this notice.
  - The Members who still hold shares in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
  - Members are requested to send their queries relating to accounts and operations to the Company Secretary at least 7 days in advance so that the information can be made available at the meeting.
  - Members who are holding shares in identical order of names in more than one folio are requested to send to the company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. The members are requested to use New Share Transfer Form SH-4 for this purpose.
  - Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore (M.P.)
  - The Company has designated an exclusive email ID [info@vijifinance.com](mailto:info@vijifinance.com) which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.
  - The businesses as set out in the Notice may be transacted through electronic voting system and the Company shall provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by MCA vide its notification dated March 19, 2015 and Regulation 44 of The SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015, the company is pleased to offer



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

**Instructions for shareholders voting through electronic means:**

- (i) The e-voting period begins on Friday, 28<sup>th</sup> July, 2017 from 9.00 A.M. and ends on Sunday, 30<sup>th</sup> July, 2017 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) ie. Monday 24<sup>th</sup> July, 2017, 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](http://www.evotingindia.com) during the voting period.
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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:

|     |   |
|-----|---|
|     | <b>For Members holding shares in Demat Form and Physical Form</b>   |
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as |

|                                  |  |
|----------------------------------|--|
|                                  | <p>physical shareholders)</p> <ul style="list-style-type: none"> <li>● 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.</li> <li>● 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.</li> </ul> |
| 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.   |
| <b>OR</b><br>Date of Birth (DOB) | <ul style="list-style-type: none"> <li>● 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).</li> </ul>   |

- (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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 three days conclusion of AGM, make and submit a consolidated scrutinizers report to the Chairman. The Results declared along with the consolidated scrutinizers report shall be placed on the website of the company and CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the company's shares are listed.
- (xxiii) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday 3<sup>rd</sup> July, 2017 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

STUTI SINHA  
Company Secretary  
ACS 42371

Date: 22<sup>nd</sup> June, 2017  
Place: Indore  
VIJI FINANCE LIMITED  
CIN: L65192MP1994PLC008715  
Registered Office: 11/2, Usha Ganj,  
Jaora Compound.  
Indore-M.P. 452001





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

### **Item No. 5-**

The Company's shares are listed on BSE Limited, National Stock Exchange of India Limited and have been actively traded in the stock exchanges. With a view to encourage the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholder base, the Board in its meeting held on June 10<sup>th</sup>, 2017 considered and approved a bonus issue of one equity share for every ten equity shares held, as on a record date to be determined by the Company. Over the years, the Company has performed significantly both in terms of revenue and profit and has been rewarding its shareholders consistently.

With a view to share a part of the Company's free reserves, its Board of Directors has recommended issue of bonus shares in the ratio of 1:10 i.e. One share for every Ten shares held by the shareholders, subject to their approval. The issue of bonus shares, by way of capitalizing reserves, is authorized by the Company's Articles of Association. The paid-up capital as on June, 10, 2017 is Rs.7.50 crores. An amount of Rs. 75 lacs from the free reserves and share premium account is required to be capitalized for the issue of bonus shares in the ratio of 1:10. After the bonus issue, the paid-up share capital would increase to Rs.8.25 crores. The proposal for capitalization of the said reserves and issue of bonus shares is now placed for consideration and approval of the members.

The Record Date for determining the eligibility of the shareholders to receive the said bonus shares will be fixed by the Board. The Board of Directors recommends approval of members for capitalization of reserves and issue of bonus shares as proposed.

In terms of the provisions of Sections 13, 61, 63 and other applicable provisions of the Companies Act, 2013, capitalization of reserves for the purpose of issue of Bonus Shares of the Company requires approval of the Members by way of Ordinary Resolution. Accordingly, the Directors recommend the Resolution at item no.5 of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution.

The Directors / Key Managerial Personnel or their relatives are concerned or interested, to the extent of their shareholding in the Company, if any, in the resolutions set out at item no. 5 of the accompanying notice.

By order of the Board of Directors  
FOR VIJI FINANCE LIMITED

STUTI SINHA  
Company Secretary  
ACS 42371

Date: 22<sup>nd</sup> June, 2017  
Place: Indore  
VIJI FINANCE LIMITED  
CIN: L65192MP1994PLC008715  
Registered Office: 11/2, Usha Ganj,  
Jaora Compound.  
Indore-M.P. 452001

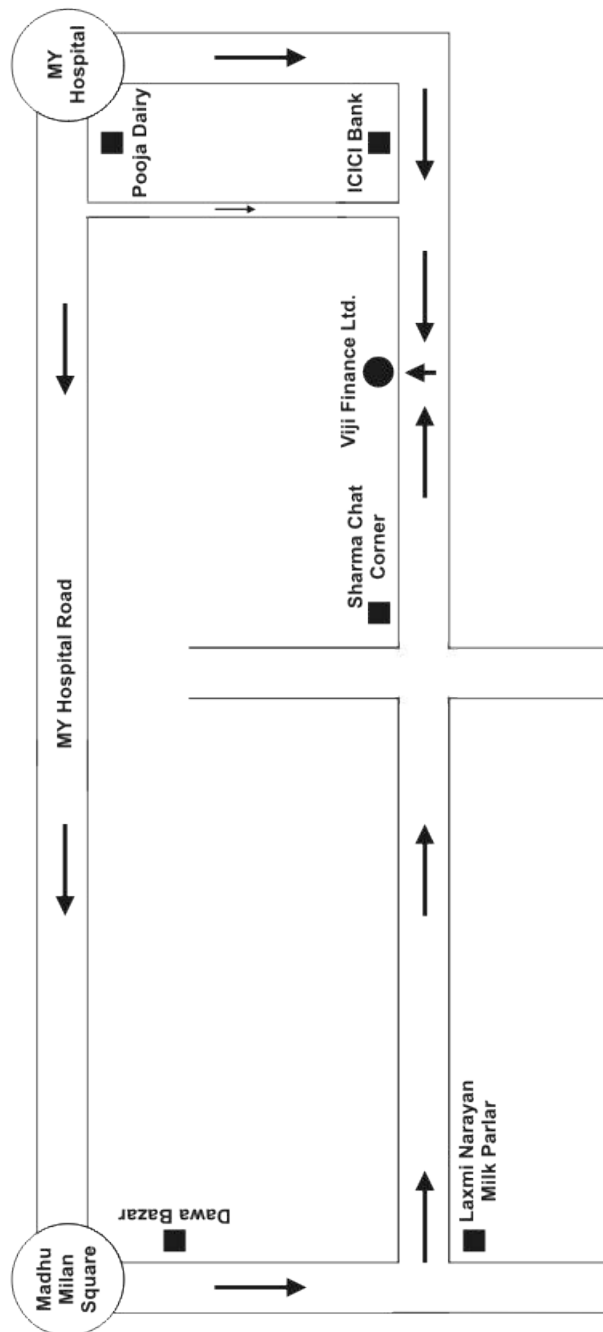


## ANNEXURE 1

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

|   |  |
|---|--|
| <b>Name of Director</b>   | <b>Mr. Manish Tambi</b><br>(DIN: 00172883)   |
| Date of Birth   | 05/05/1970   |
| Date of Appointment   | 26/11/2002   |
| Expertise / Experience in specific functional areas   | Experience in Taxation and finance activities  |
| Qualification   | B.Com  |
| No. & % of Equity Shares held in the Company  | 375000 (0.50%)   |
| List of outside Company's directorship held   | Ebot Technosoft Limited<br>S.L. Developers Private Limited<br>Viji Housing Finance Limited<br>Lakshya Lifesciences Private Limited<br>Tambi Capital Services Pvt. Ltd. |
| Chairman / Member of the Committees of the Board of Directors of the Company                          | Nil  |
| Salary paid   | Rs. 8,70,000/-   |
| Chairman / Member of the Committees of the Board Directors of other Companies in which he is director | Nil  |
| Relationship between directors inter-se   | Nil  |

## Route Map for Venue of AGM



## **BOARD'S REPORT**

To,  
Members of  
Viji Finance Limited

Your Directors are pleased to present the 23<sup>rd</sup> Annual Report on the business and operation of the Company together with the Standalone and Consolidated Audited Financial Statements for the year ended March 31, 2017.

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

#### **1.1 FINANCIAL HIGHLIGHTS AND SUMMARY OF STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS**

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

| Particulars  | (Rupees in Lakhs)                            |  |  |  |
|--|--|--|--|--|
|  | Standalone                                   |  | Consolidated                                 |  |
|  | Year ended<br>31 <sup>st</sup> March<br>2017 | Year ended<br>31 <sup>st</sup> March<br>2016 | Year ended<br>31 <sup>st</sup> March<br>2017 | Year ended<br>31 <sup>st</sup> March<br>2016 |
| Total Income   | 160.73                                       | 137.03                                       | 171.89                                       | 137.03                                       |
| Total Expenditure  | 66.40  | 79.73  | 78.31  | 79.73  |
| <b>Profit/Loss before tax</b>                              | 94.33  | 57.30  | 93.57  | 57.30  |
| Provision for Tax  |  |  |  |  |
| Current Tax  | 30.34  | 19.80  | 30.82  | 19.80  |
| Deferred Tax   | 02.02  | 0.78   | (0.58)                                       | 0.78   |
| Earlier Year Tax   | 01.34  | 02.28  | 01.34  | 02.29  |
| <b>Profit/Loss after tax</b>                               | 60.62  | 34.42  | 62.00  | 34.43  |
| <b>Amount available for appropriation</b>                  |  |  |  |  |
| <b>Appropriations:</b>                                     |  |  |  |  |
| (a) Transferred to Statutory Reserve                       | 12.12  | 06.88  | 12.12  | 06.88  |
| (b) Proposed Dividend on Equity Shares                     | 07.50  | 22.50  | 07.50  | 22.50  |
| (c) Tax on Proposed Dividend                               | 01.52  | 04.58  | 01.52  | 04.58  |
| <b>Surplus Carried to Balance Sheet</b>                    |  |  |  |  |
| Paid up Equity Share Capital                               | 750.00                                       | 750.00                                       | 750.00                                       | 750.00                                       |
| Earnings per share (Re.1 /- each) Basic & Diluted (in Rs.) | 0.081  | 0.046  | 0.083  | 0.046  |

The Company is engaged in a fast growing section NBFC where the demand of the finance is increasingly rapidly. During the financial year company has achieved total income of Rs.

160.73 Lacs in comparison to previous year's total income of Rs. 137.03 Lacs on standalone basis and earned net profit of Rs. 60.62 Lacs in comparison to previous year's net profit of Rs. 34.42 Lacs. Net profit of the company has been increased by 76.12%.

## **1.2 CHANGE IN NATURE OF BUSINESS**

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

## **1.3 SHARE CAPITAL**

The Paid-Up Equity Share Capital as at 31st March 2017 stood at 7.50 Crores. During the year under review Company has passed special resolution for sub division of equity Shares from the face value of Rs.10/- per share to face value of Re.1/- per share in Extra Ordinary General Meeting held on Saturday 08th October, 2016. With effect from 25th October, 2016 face value of the shares has been changed from Rs. 10/- each to Re 1/- each. Also, the company has not issued shares with differential voting rights nor has granted any stock option or sweat equity shares. As on 31st March 2017, none of the Directors of the company hold instruments convertible into equity shares of the Company.

## **2. EXTRACT OF ANNUAL RETURN**

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

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

The details of the number of meetings of the Board and its committee held during the Financial Year 2016-17 forms part of the Corporate Governance Report. Further Annual General Meeting of the Company for financial year was held on 26<sup>th</sup> September, 2016.

## **4. DIVIDEND**

Looking at the consistent performance of the company, your Directors are pleased to recommend a final dividend of 1% on the equity shares i.e. Re. 0.01/- per Equity Share of face value Re. 1/- each aggregating to Rs. 7.50 lacs for financial year 2016-17 subject to Approval of the members in ensuing Annual General Meeting.


## **5. AMOUNTS TRANSFERRED TO RESERVES**

Being a Non Banking Finance Company, 20% of the profit i.e Rs. 12,12,502/- has been transferred to statutory reserve of the company. Further during the year the Board of the company has carried Rs 44,96,080/- to surplus account.

## **6. DEPOSITS**

The Company has not accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.





However, being a Non-Banking Financial Company, the disclosures required as per Rule 8 (5)(v) and (vi) of the Companies (Accounts) Rules, 2014 read with Sections 73 and 74 of the Companies Act, 2013, are not applicable to the Company.

#### **UNSECURED LOAN FROM DIRECTOR**

Further Company has received unsecured loan amounting Rs.2,89,60,390/- from Mr. Vijay Kothari director of the Company and details of the same has been disclosed in notes to the financial statement.

### **7. RBI NORMS**

The Company continues to fulfill all the norms and standards laid down by the Reserve Bank of India (RBI) pertaining to capital adequacy, statutory liquidity ratio etc. and further company is not having non-performing assets as on 31<sup>st</sup> March, 2017. Certificate from statutory auditors for complying the prudential norms for NBFC is attached with Audit report.

#### **7.1 KNOW YOUR CUSTOMER AND ANTI MONEY LAUNDERING MEASURE POLICY**

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

#### **7.2 FAIR PRACTICE CODE:**

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

### **8. SUBSIDIARIES COMPANIES, JOINT VENTURE OR ASSOCIATES COMPANIES**

Your Company has two wholly owned Subsidiaries i.e. S.L.Developers Private Limited and Viji Housing Finance Limited. Financials to the Subsidiaries are disclosed in the Consolidated Financial Statements, which form part of this Annual Report. A statement containing salient features of the Financial Statements of the Subsidiaries are annexed to this Report as **ANNEXURE B** pursuant to Section 129(3) of the Companies Act, 2013 and the rules made there under in the prescribed form, AOC-1 and hence not repeated here for sake of brevity. The Company does not have any joint venture or associate Company.

In accordance with third proviso to Section 136(1) of the Companies Act, 2013, the Annual Report of your Company, containing inter alia the audited standalone and consolidated financial statements, has been placed on the website of the Company at [www.vijifinance.com](http://www.vijifinance.com). Further, audited financial statements together with related

information and other reports of each of the subsidiary companies have also been placed on the website of the Company at [www.vijifinance.com](http://www.vijifinance.com).

In terms of Section 136 of the Companies Act, 2013 ('the Act'), financial statements of the subsidiary companies are not required to be sent to the members of the Company.

The Company shall provide a copy of the annual accounts of its subsidiary companies to the members of the Company on their request. The annual accounts of its subsidiary companies will also be kept open for inspection at the registered office of the Company during business hours.

## **9. CONSOLIDATED FINANCIAL STATEMENTS**

In accordance with the Accounting Standard AS-21 on consolidated financial statement, your directors provide the Audited Consolidated Financial statements in the Annual Report.

## **10. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

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

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

## **DISQUALIFICATIONS OF DIRECTORS**

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

## **11. DECLARATION BY INDEPENDENT DIRECTOR**

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

## **12. DIRECTORS RESPONSIBILITY STATEMENT**

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



i in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures in adoption of these standards;

ii. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv. the Directors have prepared the annual accounts on a going concern basis;

v. the Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;

vi. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **13. FAMILIARIZATION OF INDEPENDENT DIRECTORS**

The details of familiarization programme for Independent Directors have been disclosed at weblink of the Company: [http://vijifinance.com/wp-content/uploads/2017/04/New-Familiarization\\_Programme\\_for\\_Independent\\_Directors.pdf](http://vijifinance.com/wp-content/uploads/2017/04/New-Familiarization_Programme_for_Independent_Directors.pdf)

### **14. MEETING OF INDEPENDENT DIRECTORS**

The Independent Directors met once during the year as on 14<sup>th</sup> February, 2017. The Meeting was conducted in an informal manner without the presence of the Chairman, the Whole Time Director, the Non-Executive Non-Independent Directors and the Chief Financial Officer.

### **15. COMMITTEES OF THE BOARD OF DIRECTORS**

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

The other Committees of the Board are:

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

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

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

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

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

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

##### **Performance Evaluation Criteria for Independent Directors:**

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

#### **17. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS U/S 186**

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

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

#### **18. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**



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

The Details of the related party transactions as required under Accounting standard -18 are set out in Note 34 to the financial statement forming part of this Annual Report.

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

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

## **19. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

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

### **(A) Conservation of Energy**

The steps taken or impact on conservation of energy:

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

### **(B) Technology Absorption :**

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

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



## **20. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS.**

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

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

The audit committee of the board of directors, statutory auditors and the business heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the audit committee of the board. To maintain its objectivity and independence, the internal audit function reports to the chairman of the audit committee. Report of statutory auditors for internal financial control system is part of Audit Report.

## **21. CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY**

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


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

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

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

None of the employee of the company is drawing more than Rs.1,02,00,000/- per annum or Rs.8,50,000/- per month for the part of the year, during the year under review therefore Particulars of the employees as required under Section 197 of Companies Act, 2013 read with





rule 5 (2) & rule 5 (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are not applicable, during the year under review. Further none of the Director has drawn any commission or remuneration from its subsidiary companies i.e. Vijji Housing Finance Limited & S.L. Developers Pvt. Ltd. as provided under section 197 (14) of Companies Act, 2013.

## **23. REPORT ON CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION ANALYSIS.**

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

## **24. DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has a whistle blower policy to report genuine concerns or grievances. The details of establishment of the reporting mechanism are disclosed on the website of the Company at the weblink:- <http://vijjifinance.com.cp-in-5.webhostbox.net/wp-content/uploads/2016/12/Whistle-Blower.pdf>. No Person has been denied access to the Audit Committee.

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

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations .

## **26. SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed M/s. Ramesh Chandra Bagdi & Associates, Practicing Company Secretary, to Conduct Secretarial Audit of the company. The Secretarial Audit report is annexed as ANNEXURE-F and forms an integral part of this Report. Further, the report is self explanatory and do not call for any further comments.

## **27. STATUTORY AUDITORS**

Pursuant to the provisions of section 139 of the Act and the rules framed there under, M/s Spark & Associates, Chartered Accountants (Firm Registration No.005313C) were appointed as statutory auditors of the Company from the conclusion of the 21<sup>st</sup> annual general meeting (AGM) of the Company held on 17.09.2015 till the conclusion of the 24<sup>th</sup> AGM to be held in the year 2018, subject to ratification of their appointment at every AGM.

M/s. Spark & Associates, Chartered Accountants (Firm Registration No.005313C) who are Statutory Auditors of the Company hold office up to the forthcoming Annual General Meeting and are recommended for ratification for the financial year 2017-18. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. Spark & Associates, Chartered Accountants for their appointment, if made, would be in conformity with the limits specified in the said Section

## **EXPLANATION TO AUDITOR'S REMARKS**

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

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

## **28. INTERNAL AUDITORS**

The Board has appointed M/s. Shyam Nagori & Company, Chartered Accountant, as Internal Auditor of the company and takes his suggestions and recommendations to improve and strengthen the internal control systems. His scope of work includes review of operational efficiency, effectiveness of systems & processes, compliances and assessing the internal control strengths in all areas.

The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations including those relating to strengthening of the Company's risk management policies and systems.

## **29. CODE OF CONDUCT**

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

## **30. CEO/CFO CERTIFICATION**

As required under Regulation 17(8) of the Listing Regulations, the Whole Time Director and Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements for the year ended 31<sup>st</sup> March, 2017.

## **31. CODE FOR PROHIBITION OF INSIDER TRADING PRACTICES:**

Your Company has adopted the code as per SEBI (Prohibition of Insider Trading) Regulations, 2015, which has been effective from 15<sup>th</sup> May, 2015. The Details of the said code is available on website of the Company at the web link <http://vijifinance.com.cp-in-5.webhostbox.net/wp-content/uploads/2016/12/Fair-Disclosure-viji.pdf>



### **32. STATEMENT INDICATING DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY:**

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

### **33. MATERIAL CHANGES & COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

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

### **34. ENVIRONMENT AND SAFETY**

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

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

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

### **36. LISTING OF SHARES**

It's a matter of pleasure that the equity shares of the company got listed on National Stock Exchange of India Limited w.e.f 11<sup>th</sup> day of July, 2016. Further, shares of the company are also listed on Bombay Stock Exchange Limited & Kolkata Stock Exchange. The company has to pay annual listing fee for financial year 2017-18 for stock exchanges.

### **37. INSURANCE**

The Company's assets are adequately insured against the loss of fire and other risk, as considered necessary by the Management from time to time. The Company has also taken insurance cover for any claims/losses arising out of its core business of security broking.

### **38. BUSINESS RESPONSIBILITY REPORT**

The Business Responsibility Reporting as required by Regulation 34(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is not applicable to your Company for the financial year ending March 31, 2017.

### **39. DEPOSITORY SYSTEM**

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

### **40. INDUSTRIAL RELATIONS:**

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

### **41. ACKNOWLEDGMENT**

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

Place: Indore  
Dated: 10<sup>th</sup> June, 2017

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

Vijay Kothari  
Director  
DIN: 00172878

Manish Tambi  
Whole Time Director  
DIN: 00172883

**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on 31<sup>st</sup> March, 2017**

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

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

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

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

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

| Sl.No. | Name and Address of the Company  | CIN/GLN               | Holding/ Subsidiary /Associate  | % of shares held | Applicable Section |
|--------|--|-----------------------|---------------------------------|------------------|--------------------|
| 1      | S.L.DEVELOPERS PRIVATE LIMITED<br>11/2, USHAGANJ,<br>2ND FLOOR, Indore-452001 (M.P.) | U45201MP1999PTC013494 | Wholly Owned Subsidiary Company | 100%             | Section 2(87)(ii)  |
| 2      | VIJI HOUSING FINANCE LIMITED<br>11/2, USHAGANJ,<br>Indore-452001 (M.P.)              | U65990MP2016PLC041874 | Wholly Owned Subsidiary Company | 100%             | Section 2(87)(ii)  |

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

i) Category-wise Share Holding

| Category of Shareholders   | No. of Shares held at the beginning of the year (As on 01 <sup>st</sup> April 2016) |          |         |                   | No. of Shares held at the end of the year (As on 31 <sup>st</sup> March, 2017) |          |          |                   | % Change during the year |
|--|---|----------|---------|-------------------|--|----------|----------|-------------------|--------------------------|
|  | Demat   | Physical | Total   | % of Total Shares | Demat  | Physical | Total    | % of Total Shares |                          |
| <b>A. Promoter s</b>   |   |          |         |                   |  |          |          |                   |                          |
| (1) <b>Indian</b>  |   |          |         |                   |  |          |          |                   |                          |
| a) Individual/ HUF   | 5591250   | 0        | 5591250 | 74.55%            | 55529432   | 0        | 55529432 | 74.04%            | (0.51)%                  |
| b) Central Govt  |   |          |         |                   |  |          |          |                   |                          |
| c) State Govt(s)   |   |          |         |                   |  |          |          |                   |                          |
| d) Bodies Corp.  |   |          |         |                   |  |          |          |                   |                          |
| e) Banks / FI  |   |          |         |                   |  |          |          |                   |                          |
| f) Any Other   |   |          |         |                   |  |          |          |                   |                          |
| <b>Sub-total (A) (1):-</b>   | 5591250   | 0        | 5591250 | 74.55%            | 55529432   | 0        | 55529432 | 74.04%            | (0.51)%                  |
| (2) <b>Foreign</b>   |   |          |         |                   |  |          |          |                   |                          |
| a) NRIs - Individuals  |   |          |         |                   |  |          |          |                   |                          |
| b) Other- Individuals  |   |          |         |                   |  |          |          |                   |                          |
| c) Bodies Corp.  |   |          |         |                   |  |          |          |                   |                          |
| d) Banks / FI  |   |          |         |                   |  |          |          |                   |                          |
| e) Any Other   |   |          |         |                   |  |          |          |                   |                          |
| <b>Sub-total (A) (2):-</b>   | 0   | 0        | 0       | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| <b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>                        | 5591250   | 0        | 5591250 | 74.55%            | 55529432   | 0        | 55529432 | 74.04%            | (0.51)%                  |
| <b>B. Public Shareholding</b>  |   |          |         |                   |  |          |          |                   |                          |
| <b>1. Institutions</b>   |   |          |         |                   |  |          |          |                   |                          |
| a) Mutual Funds  | 0   | 0        | 0       | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| b) Banks / FI  |   |          |         |                   |  |          |          |                   |                          |
| c) Central Govt  |   |          |         |                   |  |          |          |                   |                          |
| d) State Govt(s)   |   |          |         |                   |  |          |          |                   |                          |
| e) Venture Capital Funds   |   |          |         |                   |  |          |          |                   |                          |
| f) Insurance Companies   |   |          |         |                   |  |          |          |                   |                          |
| g) FIs   |   |          |         |                   |  |          |          |                   |                          |
| h) Foreign Venture Capital Funds   |   |          |         |                   |  |          |          |                   |                          |
| i) Others (specify)  |   |          |         |                   |  |          |          |                   |                          |
| <b>Sub-total (B)(1):-</b>  | 0   | 0        | 0       | 0                 | 0  | 0        | 0        | 0                 | 0                        |
| <b>2. Non-Institutions</b>   |   |          |         |                   |  |          |          |                   |                          |
| a) Bodies Corp.  |   |          |         |                   |  |          |          |                   |                          |
| i) Indian  | 33377   | 14000    | 47377   | 0.63%             | 1578154  | 141000   | 1719154  | 2.29%             | 1.66%                    |
| ii) Overseas   |   |          |         |                   |  |          |          |                   |                          |
| b) Individuals   |   |          |         |                   |  |          |          |                   |                          |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh         | 216958  | 333000   | 549958  | 7.33%             | 1775461  | 1890000  | 3665461  | 4.89%             | (2.44)%                  |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 1300725   | 10600    | 1311325 | 17.49%            | 13276711   | 646000   | 13922711 | 18.56%            | 1.07%                    |
| c) Others  |   |          |         |                   |  |          |          |                   |                          |
| NRI  | 90  | 0        | 90      | 0                 | 66349  | 0        | 66349    | 0.09              | 0.09                     |



|  |                |               |                |               |                 |                |                 |               |              |
|--|----------------|---------------|----------------|---------------|-----------------|----------------|-----------------|---------------|--------------|
| Clearing Member)                             | 0              | 0             | 0              | 0             | 96893           | 0              | 96893           | 0.13          | 0.13%        |
| <b>Sub-total (B)(2):-</b>                    | <b>1551150</b> | <b>357600</b> | <b>1908750</b> | <b>25.45%</b> | <b>16793568</b> | <b>2677000</b> | <b>19470568</b> | <b>25.96%</b> | <b>0.51%</b> |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 1551150        | 357600        | 1908750        | 25.45%        | 16793568        | 2677000        | 19470568        | 25.96%        | 0.51%        |
| C. Shares held by Custodian for GDRs & ADRs  | 0              | 0             | 0              | 0             | 0               | 0              | 0               | 0             | 0            |
| <b>Grand Total (A+B+C)</b>                   | <b>7142400</b> | <b>357600</b> | <b>7500000</b> | <b>100%</b>   | <b>72323000</b> | <b>2677000</b> | <b>75000000</b> | <b>100%</b>   | <b>0</b>     |

Company has passed special resolution for sub division of equity Shares from the face value of Rs.10/- per share to face value of Rs.1/- per share in Extra Ordinary General Meeting held on Saturday 08<sup>th</sup> October, 2016. With effect from 25<sup>th</sup> October, 2016 face value of the shares has been changed from Rs. 10/- each to Re 1/- each.

**(ii) Shareholding of Promoters**

| S. No. | Shareholder's Name | Shareholding at the beginning of the year |                                  |  | Share holding at the end of the year |                                  |  |   |
|--------|--------------------|---|----------------------------------|--|--------------------------------------|----------------------------------|--|---|
|        |                    | No. of Shares                             | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares                        | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | % change in share holding during the year |
| 1      | Vijay Kothari      | 4201900                                   | 56.03%                           | 0  | 41635932                             | 55.51%                           | 0  | (0.51%)                                   |
| 2      | Shilpa Kothari     | 1314350                                   | 17.52%                           | 0  | 13143500                             | 17.52%                           | 0  | 0   |
| 3      | Manish Tambi       | 37500                                     | 0.50%                            | 0  | 375000                               | 0.50%                            | 0  | 0   |
| 4      | Neha Tambi         | 37500                                     | 0.50%                            | 0  | 375000                               | 0.50%                            | 0  | 0   |
|        | <b>Total</b>       | <b>5591250</b>                            | <b>74.55%</b>                    | <b>0</b>   | <b>43025282</b>                      | <b>74.04%</b>                    | <b>0</b>   | <b>(0.51%)</b>                            |

Company has passed special resolution for sub division of equity Shares from the face value of Rs.10/- per share to face value of Rs.1/- per share in Extra Ordinary General Meeting held on Saturday 08<sup>th</sup> October, 2016. With effect from 25<sup>th</sup> October, 2016 face value of the shares has been changed from Rs. 10/- each to Re 1/- each.

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

| Sl. No. |   | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---------|---|---|----------------------------------|---|----------------------------------|
|         |   | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
|         | At the beginning of the year  | 5591250                                   | 74.55%                           | 5591250                                 | 74.55%                           |
|         | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | 12887218 (Sale of shares by Promoter)     | (1.39%)                          | 43025282                                | 74.04%                           |
|         | At the End of the year  | 43025282                                  | 74.04%                           | 43025282                                | 74.04%                           |

|  |                                 | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--|---------------------------------|---|----------------------------------|---|----------------------------------|
|  |                                 | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
|  | Vijay Kothari                   |   |                                  |   |                                  |
|  | At the Beginning of the Year    | 4201900                                   | 56.03                            | 4201900                                 | 56.03                            |
|  | Sale of shares as on 16.01.2017 | 97931                                     | 0.13                             | 41921069                                | 55.89                            |
|  | Sale of shares as on 17.01.2017 | 54181                                     | 0.07                             | 41866888                                | 55.82                            |
|  | Sale of shares as on 18.01.2017 | 41985                                     | 0.06                             | 41824903                                | 55.77                            |

|                                 |          |       |          |       |
|---------------------------------|----------|-------|----------|-------|
| Sale of shares as on 19.01.2017 | 63382    | 0.08  | 41761521 | 55.68 |
| Sale of shares as on 20.01.2017 | 4938     | 0.01  | 41756583 | 55.68 |
| Sale of shares as on 23.01.2017 | 25000    | 0.03  | 41731583 | 55.64 |
| Sale of shares as on 24.01.2017 | 18550    | 0.02  | 41713033 | 55.62 |
| Sale of shares as on 27.01.2017 | 14043    | 0.02  | 41698990 | 55.60 |
| Sale of shares as on 07.02.2017 | 63058    | 0.08  | 41635932 | 55.51 |
| At the end of the year          | 41635932 | 55.51 | 41635932 | 55.51 |

Company has passed special resolution for sub division of equity Shares from the face value of Rs.10/- per share to face value of Rs.1/- per share in Extra Ordinary General Meeting held on Saturday 08<sup>th</sup> October, 2016. With effect from 25<sup>th</sup> October, 2016 face value of the shares has been changed from Rs. 10/- each to Re 1/- each.

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

| Sr.No | Top Ten Shareholders Name           | Shareholding  |                                  | Date wise increase /decrease in top ten shareholders | Increase/Decrease in Shareholding | Reason    | Cumulative Shareholding during the year |                                 |
|-------|-------------------------------------|---|----------------------------------|--|-----------------------------------|-----------|---|---------------------------------|
|       |                                     | No. of Shares at the beginning of the year 01.04.2016 | % of total shares of the company |  |                                   |           | No.of Shares                            | % of total share of the company |
| 01    | Naayaab Khan                        | 150000  | 2%                               |  |                                   | No Change | 150000                                  | 2%                              |
|       | At the end of the year (31.03.2017) | 1500000   | 2%                               |  |                                   | -         | 1500000                                 | 2%                              |
| 02    | Rahul Patni                         | 100600  | 1.34%                            |  |                                   |           | 100600                                  | 1.34%                           |
|       |                                     |   |                                  | 17.03.2017   | (1000)                            | transfer  | 1005000                                 | 1.33%                           |
|       | At the end of the year (31.03.2017) | 1005000   | 1.33%                            | -  |                                   |           | 1005000                                 | 1.33%                           |
| 03    | Monika Patni                        | 100000  | 1.33%                            |  |                                   | No Change | 100000                                  | 1.33%                           |
|       | At the end of the year (31.03.2017) | 1000000   | 1.33%                            |  |                                   | -         | 1000000                                 | 1.33%                           |
| 04    | Vijay Vaidya                        | 100986  | 1.34%                            |  |                                   |           | 100986                                  | 1.34%                           |
|       |                                     |   |                                  | 31.12.2016   | 9860                              | transfer  | 1000000                                 | 1.33%                           |
|       |                                     |   |                                  | 10.02.2017 (OUT OF TOP 10 W.E.F. 10.02.2017)         | (990000)                          | transfer  | 10000                                   | 0.01%                           |
| 05    | Varsha N Sanghrajka                 | 75000   | 1%                               |  |                                   |           | 75000                                   | 1%                              |
|       |                                     |   |                                  | 24.03.2017   | (1000)                            | transfer  | 749000                                  | 0.99%                           |
|       | At the end of the year (31.03.2017) | 749000  | 0.99%                            |  |                                   | -         | 749000                                  | 0.99%                           |
| 06    | Nitin N Sanghrajka                  | 75000   | 1%                               |  |                                   |           | 75000                                   | 1%                              |
|       |                                     |   |                                  | 24.03.2017   | (1000)                            | transfer  | 749000                                  | 0.99%                           |
|       | At the end of the year (31.03.2017) | 749000  | 0.99%                            |  |                                   | -         | 749000                                  | 0.99%                           |
| 07    | Kamani Ketel Bhavesh                | 75000   | 1%                               |  |                                   | No Change | 75000                                   | 1%                              |
|       | At the end of the year (31.03.2017) | 750000  | 1%                               |  |                                   | -         | 750000                                  | 1%                              |
| 08    | Alka Anandkumar Kankariya           | 75000   | 1%                               |  |                                   |           | 75000                                   | 1%                              |
|       |                                     |   |                                  | 24.03.2017   | (1000)                            | transfer  | 749000                                  | 0.99%                           |
|       | At the end of the year (31.03.2017) | 749000  | 0.99%                            | -  |                                   |           | 749000                                  | 0.99%                           |

|    |                                     |                          |       |            |        |          |         |       |
|----|-------------------------------------|--------------------------|-------|------------|--------|----------|---------|-------|
| 09 | Nitin Bajaj                         | 65000                    | 0.87% |            |        |          | 65000   | 0.87% |
|    |                                     |                          |       | 24.03.2017 | (1000) | transfer | 649000  | 0.86% |
|    | At the end of the year (31.03.2017) | 649000                   | 0.86% | -          |        |          | 649000  | 0.86% |
| 10 | Mahesh Bajaj                        | 65000                    | 0.87% |            |        |          | 65000   | 0.87% |
|    |                                     |                          |       | 24.03.2017 | (1000) | transfer | 649000  | 0.86% |
|    | At the end of the year (31.03.2017) | 649000                   | 0.86% | -          |        |          | 649000  | 0.86% |
| 11 | Arihant Capital Markets Limited     | Joined w.e.f. 10.02.2017 |       | 10.02.2017 | 990000 | transfer | 990000  | 1.32% |
|    |                                     |                          |       | 17.02.2017 | 73290  | transfer | 1063290 | 1.41% |
|    |                                     |                          |       | 17.03.2017 | 550    | transfer | 1063840 | 1.42% |
|    |                                     |                          |       | 24.03.2017 | (200)  | transfer | 1063640 | 1.41% |
|    |                                     |                          |       | 31.03.2017 | (8938) | transfer | 1054702 | 1.40% |

Company has passed special resolution for sub division of equity Shares from the face value of Rs.10/- per share to face value of Rs.1/- per share in Extra Ordinary General Meeting held on Saturday 08<sup>th</sup> October, 2016. With effect from 25<sup>th</sup> October, 2016 face value of the shares has been changed from Rs. 10/- each to Re 1/- each.

**(v) Shareholding of Directors and Key Managerial Personnel:**

| Sl. No. |  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---------|--|---|----------------------------------|---|----------------------------------|
| 01      | <b>Manish Tambi (Whole Time Director)</b>  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
|         | At the beginning of the year   | 37500                                     | 0.50%                            | 37500                                   | 0.50%                            |
|         | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | 0   | 0                                | 375000                                  | 0.50%                            |
|         | At the End of the year   | 375000                                    | 0.50%                            | 375000%                                 | 0.50%                            |

| Sl. No. |  | Shareholding at the beginning of the year                         |                                  | Cumulative Shareholding during the year |                                  |
|---------|--|---|----------------------------------|---|----------------------------------|
| 02      | <b>Vijay Kothari (Director)</b>  | No. of shares   | % of total shares of the company | No. of shares                           | % of total shares of the company |
|         | At the beginning of the year   | 4201900   | 56.03%                           | 4201900                                 | 56.03%                           |
|         | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | 383068<br>Sale of Shares by during the financial year by promoter | (0.51)                           | 41635932                                | 55.51%                           |
|         | At the End of the year   | 41635932  | 55.51%                           | 41635932                                | 55.51%                           |

|  |                              | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--|------------------------------|---|----------------------------------|---|----------------------------------|
|  | Vijay Kothari                | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
|  | At the Beginning of the Year | 4201900                                   | 56.03                            | 4201900                                 | 56.03                            |

|  |                                 |          |       |          |       |
|--|---------------------------------|----------|-------|----------|-------|
|  | Sale of shares as on 16.01.2017 | 97931    | 0.13  | 41921069 | 55.89 |
|  | Sale of shares as on 17.01.2017 | 54181    | 0.07  | 41866888 | 55.82 |
|  | Sale of shares as on 18.01.2017 | 41985    | 0.06  | 41824903 | 55.77 |
|  | Sale of shares as on 19.01.2017 | 63382    | 0.08  | 41761521 | 55.68 |
|  | Sale of shares as on 20.01.2017 | 4938     | 0.01  | 41756583 | 55.68 |
|  | Sale of shares as on 23.01.2017 | 25000    | 0.03  | 41731583 | 55.64 |
|  | Sale of shares as on 24.01.2017 | 18550    | 0.02  | 41713033 | 55.62 |
|  | Sale of shares as on 27.01.2017 | 14043    | 0.02  | 41698990 | 55.60 |
|  | Sale of shares as on 07.02.2017 | 63058    | 0.08  | 41635932 | 55.51 |
|  | At the end of the year          | 41635932 | 55.51 | 41635932 | 55.51 |

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

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

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

| Sl. No. |  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---------|--|---|----------------------------------|---|----------------------------------|
| 06      | <b>Siddhant Sharma (Chief Financial officer)</b> | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |

|  |  |  |        |        |        |
|--|--|--|--------|--------|--------|
|  | At the beginning of the year   | 56750                                    | 0.756% | 56750  | 0.756% |
|  | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | (200000)<br>Sale of shares<br>27.10.2016 | 0.27   | 367500 | 0.49%  |
|  | At the End of the year   | 367500                                   | 0.49%  | 367500 | 0.49%  |

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

Company has passed special resolution for sub division of equity Shares from the face value of Rs.10/- per share to face value of Rs.1/- per share in Extra Ordinary General Meeting held on Saturday 08<sup>th</sup> October, 2016. With effect from 25<sup>th</sup> October, 2016 face value of the shares has been changed from Rs. 10/- each to Re 1/- each.

## V. INDEBTEDNESS

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**  
(In Rupees)

|  | Secured Loans<br>excluding deposits | Unsecured<br>Loans | Deposits   | Total<br>Indebtedness |
|--|-------------------------------------|--------------------|------------|-----------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                     |                    |            |                       |
| i) Principal Amount  | Nil                                 | 10,511,221         | Nil        | 10,511,221            |
| ii) Interest due but not paid                              |                                     |                    |            |                       |
| iii) Interest accrued but not due                          |                                     |                    |            |                       |
| <b>Total (i+ii+iii)</b>                                    | <b>Nil</b>                          | <b>10,511,221</b>  | <b>Nil</b> | <b>10,511,221</b>     |
| <b>Change in Indebtedness during the financial year</b>    |                                     |                    |            |                       |
| · Addition   | 31,658,71                           | 28,960,390         | Nil        | 32,126,261            |
| · Reduction  | Nil                                 | (16,852,605)       | Nil        | (16,852,605)          |
| <b>Net Change</b>  | <b>31,658,71</b>                    | <b>12107785</b>    | <b>Nil</b> | <b>15,273,656</b>     |
| <b>Indebtedness at the end of the financial year</b>       |                                     |                    |            |                       |
| i) Principal Amount  | 31,658,71                           | 22,619,006         | Nil        | 25,784,877            |
| ii) Interest due but not paid                              | Nil                                 | Nil                | Nil        | Nil                   |
| iii) Interest accrued but not due                          | Nil                                 | Nil                | Nil        | Nil                   |
| <b>Total (i+ii+iii)</b>                                    | <b>31,658,71</b>                    | <b>22,619,006</b>  |            | <b>25,784,877</b>     |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

| Sl. no. | Particulars of Remuneration  | Name of MD/WT/ Manager   | Total Amount      |
|---------|--|--------------------------|-------------------|
|         | <b>MANISH TAMB</b>   | Whole Time Director      |                   |
| 1.      | Gross salary<br>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961<br>(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 8,70,000/-<br>Nil<br>Nil | 8,70,000/-<br>Nil |
| 2.      | Stock Option   | Nil                      | Nil               |
| 3.      | Sweat Equity   | Nil                      | Nil               |
| 4.      | Commission<br>- as % of profit<br>- others, specify...   | Nil                      | Nil               |
| 5.      | Others, please specify   | Nil                      | Nil               |
|         | Total (A)  | 8,70,000/-               | 8,70,000/-        |
|         | Ceiling as per the Act   | 12,00,000/-              | 12,00,000/-       |
|         |  |                          |                   |

### B. Remuneration to other directors:

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





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

| Sl. no. | Particulars of Remuneration  | Key Managerial Personnel              |                                  |                                  |
|---------|--|---------------------------------------|----------------------------------|----------------------------------|
|         |  | Company Secretary<br>(Ms.Stuti Sinha) | CFO<br>(Mr. Siddhant Sharma)     | Total                            |
| 1.      | Gross salary<br>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br><br>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961<br><br>(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 1,98,000/-<br><br>Nil<br><br>Nil      | 2,85,000/-<br><br>Nil<br><br>Nil | 4,83,000/-<br><br>Nil<br><br>Nil |
| 2.      | Stock Option   | Nil                                   | Nil                              | Nil                              |
| 3.      | Sweat Equity   | Nil                                   | Nil                              | Nil                              |
| 4.      | Commission<br>- as % of profit<br>- others, specify...   | Nil                                   | Nil                              | Nil                              |
| 5.      | Others, please specify   | Nil                                   | Nil                              | Nil                              |
|         | Total  | 1,98,000/-                            | 2,85,000/-                       | 4,83,000/-                       |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

Place: Indore  
Date 10<sup>th</sup> June, 2017

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

Vijay Kothari  
Director  
DIN: 00172878

Manish Tambi  
Whole Time Director  
DIN: 00172883

**Annexure-B****Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures**

**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

| Sl. No.   | 01   | 02                                    |
|---|--|---------------------------------------|
| Name of the subsidiary  | S.L. Developers Private Limited                    | Viji Housing Finance Limited          |
| The date since when subsidiary was acquired   | 26.05.2016   | 22.11.2016                            |
| Reporting period for the subsidiary concerned, if different from the holding company's reporting period                     | Same as holding Company (01.04.2016 to 31.03.2017) | 22.11.2016 to 31.03.2017              |
| Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | N.A. (there is no foreign subsidiary)              | N.A. (there is no foreign subsidiary) |
| Share capital   | 3,00,000   | 10,00,000                             |
| Reserves & surplus  | (16,77,152)  | (57,990)                              |
| Total assets  | 32,89,346  | 10,38,760                             |
| Total Liabilities   | 46,66,498  | 96,750                                |
| Investments   | 0.00   | 0.00                                  |
| Turnover  | 3,65,500   | 0.00                                  |
| Profit(loss) before taxation  | 2,43,447   | (3,18,684)                            |
| Provision for taxation  | 47,850   | (2,60,694)                            |
| Profit after taxation   | 1,95,597   | (57,990)                              |
| Proposed Dividend   | Nil  | Nil                                   |
| Extent of shareholding (in percentage)  | 100%   | 100%                                  |

Note:- Viji Housing Finance Limited is yet to commence operations at the end of financial year 31.03.2017.

**Part "B": Associates and Joint Ventures (N.A.)**

**(Not Applicable to the company as company not entered in to any join venture with any entity)**

FOR SPARK & ASSOCIATES  
Chartered Accountants  
FRN:005313C

Manish Tambi  
Whole Time Director  
(Din No.00172883)

Vijay Kothari  
Director  
(Din No.00172878)

Pankaj Kumar Gupta  
(Partner)  
Membership No. 404644

Siddhant Sharma  
Chief Financial Officer

Stuti Sinha  
Company Secretary

**ANNEXURE C****FORM AOC -2**

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

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

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

| <b>2.Details of Material contracts or arrangements or transactions at Arm's length basis</b> |   | <b>Details</b>  |
|--|---|---|
| (a)  | Name (s) of the related party & nature of relationship                                    | Vijay Kothari (Director of Company)   |
| (b)  | Nature of contracts/arrangements/transaction  | Unsecured Loan received in ordinary course of business and arms length basis  |
| (c)  | Duration of the contracts/arrangements/transaction  | Continuing One  |
| (d)  | Salient terms of the contracts or arrangements or transaction including the value, if any | The unsecured loan received from Director was in the ordinary course of business and on arms length basis.<br><br>Transaction value during the financial year 2016-2017<br><br>Loan taken Rs 2,89,60,390/-<br>Loan repaid Rs. 1,68,52,605/-<br>Interest paid Rs. 5,90,267/- |
| (e)  | Date(s) of approval by the Board  | Since unsecured loan is in the ordinary course of business and is at arm's length basis, approval of the board is not applicable. However, necessary omnibus approvals were granted by the Audit committee from time to time.   |
| (f)  | Amount paid as advances or refunded, if any   | Nil   |

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

DATE: 10.06.2017  
PLACE: INDORE

Vijay Kothari  
Director  
Din No.00172878

Manish Tambi  
Whole Time Director  
Din No.00172883

## ANNEXURE D

### NOMINATION AND REMUNERATION POLICY

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

#### Definitions:

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

**“Key Managerial Personnel”** means:

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

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

#### Objective:

The objective of the policy is to ensure that

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

#### Role of the Committee:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.

- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

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

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

## **TERM / TENURE**

### **a) Managing Director/Whole-time Director:**

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

### **b) Independent Director:**

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

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

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

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

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



## **EVALUATION**

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

## **REMOVAL**

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

## **RETIREMENT**

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

## **POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL**

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

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

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

### **2) Remuneration to Non- Executive / Independent Directors:**

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


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

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

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

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

### **3) Remuneration to Key Managerial Personnel and Senior Management:**



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

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

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

#### **IMPLEMENTATION**

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

## ANNEXURE- E

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

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

| S.No | Name of Director | Ratio to median Remuneration |
|------|------------------|------------------------------|
| 01   | Manish Tambi     | 6.56 : 1                     |

**(II) The percentage increase in the remuneration of each Director, CFO & Company Secretary in the financial year 2016-17 is as follows:**

**(Amount in Rs.)**

| S.No | Name of Person  | Designation            | %Increase<br>Remuneration in |
|------|-----------------|------------------------|------------------------------|
| 1    | Manish Tambi    | Whole Time<br>Director | (20.22%)                     |
| 2    | Siddhant Sharma | CFO                    | 18.75 %                      |
| 3    | Stuti Sinha     | Company<br>Secretary   | N.A.                         |

Note: This is the first year of appointment of Ms. Stuti Sinha, hence % increase in remuneration is not applicable.

**(III). The Percentage increase in the median remuneration of all employees in the financial year: 9.01%**

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

**Total Number of employees: 4**

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

NIL

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

**(VII) Affirmation:**

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



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

| <b>PARTICULARS</b>  | <b>MANISH TAMBI</b>                     | <b>SIDDHANT SHARMA</b>   | <b>STUTI SINHA</b>                     |
|---|---|--|--|
| Designation of the employee   | Whole-time Director                     | Chief Financial Officer  | Company Secretary & Compliance Officer |
| Remuneration received   | Rs.8,70,000                             | Rs.2,85,000  | Rs.1,98,000                            |
| Nature Of Employment, Whether Contractual Or Otherwise  | Otherwise                               | Otherwise  | Otherwise                              |
| Qualifications and experience of the employee   | B.Com & experience in Finance & Account | B.Com, MBA (Finance) and experience in accounting and Finance. | B.Com & Company Secretary              |
| Date Of Commencement Of Employment  | 26/11/2002                              | 08/08/2014   | 01/04/2016                             |
| The age of such employee  | 47 years                                | 23 years   | 23 years                               |
| The last employment held by such employee before joining the company  | Worked in EBOT Technosoft Ltd           | Worked in Bright H.S School                                    | Nil                                    |
| The percentage of equity shares held by the employee in the company with in the meaning of clause (iii) of sub rule (2) of Rule 5 | 0.50%                                   | 0.49%  | Nil                                    |
| Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager     | NA                                      | NA   | NA                                     |

- The Company has employee less than 10 therefore name of the all employees stated above.

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

DATE: 10.06.2017  
PLACE: INDORE

Vijay Kothari  
Director  
DIN:00172878

Manish Tambi  
Whole Time Director  
DIN:00172883

**SECRETARIAL AUDIT REPORT**

For the financial year ended 31<sup>st</sup> March, 2017

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

To,  
The Members,  
**VIJI FINANCE LIMITED**  
CIN: L65192MP1994PLC008715

**Registered Office:-**

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

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **VIJI FINANCE LIMITED** for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under. *(not applicable to the company during the audit period)*





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

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; *(not applicable to the company during the audit period)* ;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *(not applicable to the company during the audit period)*;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(not applicable to the company during the audit period)*;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(not applicable to the company during the audit period)* ;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 *(not applicable to the company during the audit period)*;

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

1. The Reserve Bank of India Act, 1934.
2. Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
3. Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008.
4. Guidelines on Corporate Governance issued by Reserve Bank of India for NBFCs.

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

- (i) Secretarial Standards on Meeting of Board of Directors and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015.

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

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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

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

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

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

- (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations.

However during the financial year Company has sub divided the face value of Rs.10/- per share to face value of Rs.1/- per share after obtaining approval from Members in Extra Ordinary General Meeting held on Saturday 08<sup>th</sup> October, 2016.

**For Ramesh Chandra Bagdi & Associates**

**Company secretaries**

**Ramesh Chandra Bagdi**

**Proprietor**

**FCS: 8276, C P No 2871**

**Place: Indore**

**Dated: 10<sup>th</sup> June, 2017**

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

To,  
The Members,  
**VIJI FINANCE LIMITED**  
CIN: L65192MP1994PLC008715

**Registered Office:-**

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

My report of event date is to be read along with this letter.

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

**For Ramesh Chandra Bagdi & Associates**

**Company secretaries**

**Ramesh Chandra Bagdi**

**Proprietor**

**FCS: 8276, C P No 2871**

**Place: Indore**

**Dated: 10<sup>th</sup> June, 2017**

# **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

## **INDIAN ECONOMIC OVERVIEW**

The year was marked by major events namely demonetization of specified bank notes, conclusion of legislative assembly elections in five states, passage of Goods and Services Tax (GST) Bill by the Parliament. On November 8, 2016, the government announced the demonetization of 500 and 1,000 denomination notes, thereby rendering 86% of the cash in circulation as invalid. The decline in cash in circulation had led to increase in bank deposits with a resultant decline in interest rates on deposits, loans and government securities as well as a decline in real-estate prices, increase in savings, digitalization, income disclosure with a resultant increase in collections by tax and other local authorities. The immediate effect of demonetization was on the daily wages/earnings of the contract and unskilled labourers employed.

## **INDUSTRY STRUCTURE & DEVELOPMENT**

The NBFCs sector is undergoing a significant transformation at present and has come to be recognized as an important element of the financial system. The recent issue in financial sector has highlighted the necessity, importance and significant role, the NBFCs play in development of nation's infrastructure. In the financial system of India, importance of NBFCs has been much discussed. RBI has been setting right its regulatory and supervising policies from time to time to keep pace with the changes in the environment. NBFCs have been actively fuelling the growth of the economy – especially the infrastructure part of the economy and have been supplementing the Banking system effectively and thus enhancing competition and diversification in the financial sector. The NBFCs have attracted substantial investments during the recent years both from the retail and from the wholesale side. The growth also has been significant during this year. The NBFCs have been catalysts in accelerating the growth in the semi urban and rural areas. The projections made by RBI and other financial forecasts give substantial growth opportunities for the industry in the coming years.

## **OPPORTUNITIES & THREATS**

The NBFC industry holds immense potential and the Government of India's increased focus towards Financial Inclusion has created various opportunities for existing NBFCs to leverage on their established customer base in rural areas. The recent steps by the Government of India to create Infrastructure for NBFC and to provide banking license for NBFCs is a positive signal. The above opportunities have made the Industry highly competitive with the emergence of new category of systematically important NBFCs. Along with existing local and Multinational players leading to tough competition within the industry.



## SWOT ANALYSIS

|   |  |
|---|--|
| <b><u>STRENGTH</u></b> <ul style="list-style-type: none"> <li>• Reputable company</li> <li>• Customer-driven</li> <li>• Excellent Customer Service</li> </ul>   | <b><u>WEAKNESS</u></b> <ul style="list-style-type: none"> <li>• Lack of community awareness</li> <li>• The Development of multiple scenarios is often difficult</li> <li>• Highly regulated industry</li> </ul>  |
| <b><u>OPPORTUNITIES</u></b> <ul style="list-style-type: none"> <li>• Better utilization of Funds</li> <li>• Opportunities to target a different group of customers and open new geographical markets</li> <li>• Intensive management development plans to establish operation overseas</li> </ul> | <b><u>THREATS</u></b> <ul style="list-style-type: none"> <li>• Large consultancies operating at a minor level</li> <li>• Other small consultancies looking to invade the market place</li> <li>• Volatility in financial markets likely to affect revenues and increase cost of capital</li> </ul> |

## SEGMENT-WISE PERFORMANCE

The Company on standalone basis has one segment i.e. Finance services. Further the company has done segment reporting for the consolidated financial statements which consist two reportable segments i.e. Finance and Real Estate activities in accordance with accounting standard 17.

During the financial year company has achieved total revenue of Rs. 168.23 Lacs from finance segment and Rs. 3.65 Lacs from realties segment in comparison to previous year's total revenue of Rs. 137.03 Lacs from finance. There was no income from realties segment in the previous year.

## INDUSTRY OUTLOOK

The parliament took a decisive step towards a possible roll out of Goods and Services Tax (GST) on July 1, 2017 by passing the four related legislations on GST. The state governments will have to pass the GST law in their respective state assemblies. GST will be a single levy to replace multiple central and state taxes to make the country a seamless national market and is expected to boost India's growth rate.

According to RBI, GVA growth is projected to strengthen to 7.4% in 2017-18. Inflation is expected to average 4.5% in the first half and 5 % in the second half of the F.Y. 2017-18.



The role of NBFCs has become increasingly important from both the macroeconomic perspective and the structure of the Indian financial system. Over a period of time, one has to accept; that it is only those which are big enough and serious about being in the finance business will and must grow. To survive and constantly grow, NBFCs have to focus on their core strengths while improving on weaknesses. They have to constantly search for new products and services in order to remain competitive. The coming years will be testing ground for the NBFCs and only those who will face the challenge and prove themselves will survive in the long run. For several years, NBFCs have rapidly emerged as an important segment of the Indian Financial System. The sector is now being recognized as complementary to the banking sector due to the implementation of innovative marketing strategies, introduction of tailor made products, customer-oriented services, attractive rates of return on deposits and simplified procedures.

## **RISKS & CONCERNS**


As an NBFC, the Company is subjected to both external risk and internal risk. External risk due to interest rate fluctuation, slowdown in economic growth rate, political instability, market volatility, decline in foreign exchange reserves, etc. Internal risk is associated with your Company's business which includes deployment of funds in specific projects, diversification into other business operations, retention of talented personnel, managing effective growth rate, volatility in interest rate, NPAs in portfolio, changes in compliance norms and regulations, contingent liabilities and other legal proceedings. Your Company recognizes the importance of risk management and has invested in people, process and technologies to effectively mitigate the above risks.

As a non-deposit taking NBFC, the Company is subjected to regulations by Indian governmental Authorities, including the Reserve Bank of India. Their Laws and regulations impose numerous requirements on the Company including prescribed levels of capital adequacy, solvency requirements and liquid assets. There may be future changes in the regulatory system or in the enforcement of the Laws and regulations that may adversely affect the Company's performance. Moreover, any slowdown in the economic growth in India could cause the business of the Company to suffer. Recently, the growth of industrial production has been variable. Any slowdown in Indian economy could adversely affect the Company's business.

## **INTERNAL CONTROL SYSTEM**

The Company believes that strong internal control system and processes play a critical role in the health of the Company. The Company's well-defined organizational structure, documented policy guidelines, defined authority matrix and internal controls ensure efficiency of operations, compliance with internal policies and applicable laws and regulations as well as protection of resources. Moreover, the Company continuously upgrades these processes and systems in line





with the best available practices. The internal control system is supplemented by extensive internal audits, regular reviews by the management and standard policies and guidelines which ensure reliability of financial and all other records. The Internal Auditor directly reports to the Audit Committee. He prepares audit plan after discussions with Audit Committee. The Internal Audit reports are periodically reviewed by the Audit Committee. The Company has, in material respect, an adequate internal financial control over financial reporting and such controls are operating effectively.

## **HUMAN RESOURCE**

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

## **FINANCIAL & OPERATIONAL PERFORMANCE**

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

## **DISCLOSURE OF ACCOUNTING TREATMENT**

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

## **CAUTIONARY STATEMENT**

*This report contains some forward-looking statements extracted from reports of Government Authorities / Bodies, Industry Associations etc. available on the public domain which may involve risks and uncertainties including, but not limited to, economic conditions, government policies, dependence on certain businesses and other factors. Actual results, performance or achievements could differ materially from those expressed or implied in such forward-looking statements. This report should be read in conjunction with the financial statements included herein and the notes thereto. The Company does not undertake to update these statements.*

## **REPORT ON CORPORATE GOVERNANCE**

The Directors present the Report on compliance with the Corporate Governance provisions as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulation") for the year ended March 31, 2017 is given below:

### **COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

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

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

### **I. BOARD OF DIRECTORS**

(i) The Company is fully compliant with the Corporate Governance norms in the terms of constitution of the Board of Directors ("the Board"). As on March 31, 2017 the Company had five directors. The Composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 of the Companies Act, 2013.

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



Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

(iii) The Board of your Company comprises of Five Directors as on 31st March, 2017. The names and categories of Directors, the number of Directorships and Committee positions held by them in the companies are given below. None of the Director is a Director in more than 10 public limited companies (as specified in section 165 of the Act) or acts as an Independent Director in more than 7 listed companies or 3 listed companies in case he/she serves as a Whole-time Director in any listed company (as specified in Regulation 25 of the Listing Regulations). Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Regulation 26 of the Listing Regulations), across all the Indian public limited companies in which he/she is a Director.

#### A. Composition and categories of Board

| Name of Director                             | Category                           | No. of Directorship including Viji Finance Limited |        | No. of Committee Chairmanship/Membership including Viji Finance Limited |        |
|--|------------------------------------|--|--------|---|--------|
|  |                                    | Chairman   | Member | Chairman  | Member |
| Mr. Vijay Kothari<br>(Din No.00172878)       | Promoter Non Executive Chairman    | 4  | 4      | -   | -      |
| Mr. Manish Tambi<br>(Din No.00172883)        | Whole Time Director                | -  | 4      | -   | -      |
| Mr. Suresh Singh Jain<br>(Din No.03584190)   | Independent/Non Executive Director | -  | 1      | 2   | 2      |
| Mr. Hiren Kamdar<br>(Din No.03584178)        | Independent/Non Executive Director | -  | 4      | -   | 2      |
| Ms. Roshani Maheshwari<br>(Din No. 06872862) | Independent/Non Executive Director | -  | 1      | -   | 2      |

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

#### B. Attendance of Directors at the Board Meetings held during 2016-2017 and the last Annual General Meeting held on 26<sup>th</sup> September, 2016.

During the year six Board Meetings were held in the Financial Year 2016-17. The Board met at least once in every calendar quarter and gap between two meetings did not exceed 120 days. The date on which the Board Meetings were held are:

May 26<sup>th</sup> 2016, August 10<sup>th</sup> 2016, September 9<sup>th</sup> 2016, November 12<sup>th</sup> 2016, November 19<sup>th</sup> 2016 & February, 14<sup>th</sup> 2017.

| Name of Director                             | Category                           | Meeting held during the tenure of the Director | Meeting attended | Attendance at the last AGM held on 26.09.2016 |
|--|------------------------------------|--|------------------|---|
| Mr. Vijay Kothari<br>(Din No.00172878)       | Promoter Non Executive Chairman    | 6  | 6                | Yes   |
| Mr. Manish Tambi<br>(Din No.00172883)        | Whole Time Director                | 6  | 6                | Yes   |
| Mr. Suresh Singh Jain<br>(Din No.03584190)   | Independent/Non Executive Director | 6  | 6                | Yes   |
| Mr. Hiren Kamdar<br>(Din No.03584178)        | Independent/Non Executive Director | 6  | 6                | Yes   |
| Ms. Roshani Maheshwari<br>(Din No. 06872862) | Independent/Non Executive Director | 6  | 6                | No  |

### C. Board procedure

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

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

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

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

## II. RELATIONSHIP BETWEEN DIRECTORS

There is no inter-se relationship among the directors.

## III. EQUITY SHAREHOLDING OF THE NON-EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS IN THE COMPANY AS ON 31ST MARCH, 2017:

| S.No. | Name of Director                             | No. of shares |
|-------|--|---------------|
| 01    | Mr. Vijay Kothari<br>(Din No.00172878)       | 41635932      |
| 02    | Ms. Roshani Maheshwari<br>(Din No. 06872862) | Nil           |
| 03    | Mr. Hiren Kamdar<br>(Din No.03584178)        | Nil           |
| 04    | Mr. Suresh Singh Jain<br>(Din No.03584190)   | Nil           |

## IV. THE DETAILS OF FAMILIARISATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS:

### Brief Terms of reference

Pursuant to Regulation 25(7) of the Listing Regulations, the Company imparted various familiarisation programmes for its Directors including visit to Company's office, industry outlook at the Board Meetings, regulatory updates at Board and Audit Committee Meetings, Presentations on Internal Control over Financial Reporting, Operational Control over Financial Reporting, Prevention of Insider Trading Regulations, SEBI Listing Regulations, Framework for Related Party Transactions, etc. Pursuant to Regulation 46 the details required are available on the website of your Company at the web link: [http://vijifinance.com/wp-content/uploads/2017/04/New-Familiarization\\_Programme\\_for\\_Independent\\_Directors.pdf](http://vijifinance.com/wp-content/uploads/2017/04/New-Familiarization_Programme_for_Independent_Directors.pdf)

## V. INDEPENDENT DIRECTORS MEETING

Pursuant to the Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, the independent directors of the Company shall hold at least one meeting in a year without attendance of non-independent directors and members of the Management. Accordingly, meeting of the Independent Directors of the Company was held on 14<sup>th</sup> February, 2017 to consider the following business as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013:-



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

Attendance of Independent Directors in independent Directors meeting

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

## VI. AUDIT COMMITTEE

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

- (1) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;





- major accounting entries involving estimates based on the exercise of judgment by management;
- significant adjustments made in the financial statements arising out of audit findings;
- compliance with listing and other legal requirements relating to financial statements;
- disclosure of any related party transactions;
- modified opinion(s) in the draft audit report;

(5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

(6) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(7) Approval or any subsequent modification of transactions of the company with related parties;

(8) Scrutiny of inter-corporate loans and investments;

(9) Valuation of undertakings or assets of the company, wherever it is necessary;

(10) Evaluation of internal financial controls and risk management systems;

(11) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(12) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(13) Discussion with internal auditors of any significant findings and follow up there on;

(14) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

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

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

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

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

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

**The Audit Committee mandatorily reviews the following information:**

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

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

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

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

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

**Composition and Attendance of Members at the Meetings of the Audit Committee held during 2016-2017**

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

May 26<sup>th</sup> 2016, August 10<sup>th</sup> 2016, November 12<sup>th</sup> 2016, February 14<sup>th</sup> 2017.

| Members  | Category                                  | Meetings held during the year | Meetings Attended |
|--|---|-------------------------------|-------------------|
| Mr. Suresh Singh Jain<br>Chairman<br>(Din No.03584190) | Independent/<br>Non Executive<br>Director | 4                             | 4                 |
| Ms. Roshani Maheshwari<br>(Din No. 06872862)           | Independent/<br>Non Executive<br>Director | 4                             | 4                 |
| Mr. Hiren Kamdar<br>(Din No.03584178)                  | Independent/<br>Non Executive<br>Director | 4                             | 4                 |

The Chairman of the Audit Committee Mr Suresh Singh Jain was present at 22<sup>nd</sup> Annual General Meeting held on 26<sup>th</sup> September, 2016 to address the shareholder's queries pertaining to Annual Accounts of the Company.



## VII. NOMINATION AND REMUNERATION COMMITTEE

### 1. Brief Terms of reference:

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

### 2. Composition and Attendance of Members at the Meetings of the Nomination & Remuneration Committee held during 2016-2017

During the year the committee met on two occasions during the year viz., 26<sup>th</sup> May, 2016 and 10<sup>th</sup> August, 2016

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

### 3. Board evaluation :

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

stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

#### **4. Nomination and Remuneration Policy:**

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

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

#### **5. Remuneration Paid to Directors during 2016-17:**

| S.No. | Name of Director                   | Category            | Sitting Fees | Salary & Perquisites | Commission | Total    |
|-------|------------------------------------|---------------------|--------------|----------------------|------------|----------|
| 01    | Manish Tambi<br>(Din No. 00172883) | Whole Time Director | ---          | 8,70,000             | ---        | 8,70,000 |

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

As per section 178(7) of the Act and Secretarial Standards, the Chairman of the committee or, in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. The Chairman of the Committee, Mr. Suresh Singh Jain was present at the 22<sup>nd</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September, 2016.

### **VIII. STAKEHOLDERS RELATIONSHIP COMMITTEE**

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

#### **1. Composition and Attendance of Members at the Meetings of the Stakeholders Relationship Committee held during 2016-2017**

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

May 26<sup>th</sup> 2016, August 10<sup>th</sup> 2016, November 12<sup>th</sup> 2016, February 14<sup>th</sup> 2017.



| Members  | Category                                  | Meetings held during the tenure of the Directors | Meetings Attended |
|--|---|--|-------------------|
| Mr. Suresh Singh Jain<br>Chairman<br>(Din No.03584190) | Independent/<br>Non Executive<br>Director | 4  | 4                 |
| Ms. Roshani Maheshwari<br>(Din No. 06872862)           | Independent/<br>Non Executive<br>Director | 4  | 4                 |
| Mr. Hiren Kamdar<br>(Din No.03584178)                  | Independent/<br>Non Executive<br>Director | 4  | 4                 |

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

**Ms. Stuti Sinha, Company secretary and Compliance officer**

11/2, Usha Ganj, Jaora Compound,

Indore-452001 (M.P.)

Email: [info@vijifinance.com](mailto:info@vijifinance.com)

Telephone and Fax: 0731-4246092

3. During the year under review (4) Four complaints were received from shareholders and all were disposed off, there were no complaints pending unresolved as at the end of the year.

As per section 178(7) of the Act and Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. The Chairman of the Committee, Mr. Suresh Singh Jain was present at the 22<sup>nd</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September, 2016

## **IX. RISK MANAGEMENT**

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

## **X. GENERAL BODY MEETINGS**

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

| Financial Year                                    | Location  | Date       | Time       |
|---|---|------------|------------|
| 2015-16 - 22 <sup>nd</sup> Annual General Meeting | At Regd. Office at 11/2, Usha Ganj, Jaora Compound, Indore M.P. | 26.09.2016 | 10.00 A.M. |
| 2014-15 - 21 <sup>st</sup> Annual General Meeting | At Regd. Office at 11/2, Usha Ganj, Jaora Compound, Indore M.P. | 17.09.2015 | 10.00 A.M. |
| 2013-14 - 20 <sup>th</sup> Annual General Meeting | At Regd. Office at 11/2, Usha Ganj, Jaora Compound, Indore M.P. | 09.09.2014 | 10.00 A.M. |

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

Following special resolutions were passed in last three Annual General Meetings

- Approval of Related Party Transactions in Annual General Meeting held on 26.09.2016.
- Adoption of New set of Article of Association in Annual General Meeting held on 17.09.2015.
- Creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the company U/s 180 (1) (a) of the Companies Act, 2013 in Annual General Meeting held on 09.09.2014.
- Authority to obtain loan/borrowings under Section 180(1)(c) and (2) of the Companies Act, 2013 in Annual General Meeting held on 09.09.2014.
- Increase in Authorized Share Capital of The Company and Alteration in Memorandum of Association in Annual General Meeting held on 09.09.2014.

During the financial year company has passed special resolution for sub division of equity Shares from the face value of Rs.10/- per share to face value of Rs.1/- per share in Extra Ordinary General Meeting held on Saturday 08<sup>th</sup> October, 2016. With effect from 25<sup>th</sup> October, 2016 face value of the shares has been changed from Rs. 10/- each to Re 1/- each.

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

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

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

**XI. CODE FOR PREVENTION OF INSIDER TRADING PRACTICES:**





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

## **XII. MANAGEMENT DISCUSSION AND ANALYSIS:**

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

## **XIII. DISCLOSURE REGARDING RE-APPOINTMENT OF DIRECTORS:**

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

## **XIV. MEANS OF COMMUNICATIONS:**

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

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

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

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

The presentation, if any made to the investor/analyst are placed to the website of the company [www.vijifinance.com](http://www.vijifinance.com)

## XV. GENERAL SHAREHOLDER INFORMATION

|  |  |
|--|--|
| AGM: Date, Time and Venue  | Monday 31 <sup>st</sup> July, 2017 at 10.00 A.M.<br>Venue of the meeting: 11/2, Usha Ganj, Jaora Compound, Indore M.P.<br>Last date for receipt of proxy forms: 29 <sup>th</sup> July, 2017  |
| Financial Year   | The financial year covers the period from 1 <sup>st</sup> April, to 31 <sup>st</sup> March   |
| Financial year reporting for 2017-18:--<br>1 <sup>st</sup> Quarter ending 30 <sup>th</sup> June, 2017<br>2 <sup>nd</sup> Quarter ending 30 <sup>th</sup> September, 2017<br>3 <sup>rd</sup> Quarter ending 31 <sup>st</sup> December 2017<br>4 <sup>th</sup> Quarter ending 31 <sup>st</sup> March, 2018 | Second fortnight of August, 2017<br>Second fortnight of November, 2017<br>Second fortnight of February , 2018<br>Before 30 <sup>th</sup> May, 2018   |
| Dividend Payment Date  | Dividend of Rs.0.01/- (1%) per shares having a face value of Rs.1/- for the year 2016-17 has been recommended by the Board of Directors and if approved by the Shareholders at the ensuing Annual General Meeting will be paid to the Shareholders.<br>Dividend will be paid within 30 days from the date of AGM.  |
| Date of Annual Book Closure (Both day inclusive)   | Saturday 15 <sup>th</sup> July 2017 to Monday 17 <sup>th</sup> July 2017 [Both days inclusive]   |
| Registered Office  | 11/2, Usha Ganj, Jaora Compound, Indore M.P. -452001   |
| Listing on Stock Exchanges   | <b>The Bombay Stock Exchange Limited</b><br>25 <sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 (M.H.)<br><br><b>The National Stock Exchange of India Limited</b><br>Exchange Plaza, Bandra Kurla Complex, Bandra(East), Mumbai-400051(M.H.)<br><br><b>The Kolkata Stock Exchange Limited</b><br>4, Lyons Range, Dalhousie, Murgighata, B B D Bagh, Kolkata, West Bengal 700001 |
| Listing Fees   | The company has to pay Annual Listing Fees for the year 2017-18 to the Stock Exchanges.  |
| Stock Code -   | Bombay Stock Exchange Limited (537820)<br>National Stock Exchange of India Limited   |



|   |   |
|---|---|
| ISIN Code-<br>CIN-  | (VIJIFIN)<br>INE159N01027<br>L65192MP1994PLC008715  |
| Market Price Data: High/Low/Close During each month in the last Financial Year.                             | As per attached Table-1   |
| Relative Performance of Share Price V/S. BSE Sensex and NSE Sensex  | As per attached Table-2   |
| Suspension of Securities  | As Mentioned in Board Report  |
| Registrar and Transfer Agents (For Physical & Demat Shares)   | Ankit Consultancy Pvt. Ltd.<br>SEBI REG. No. INR 000000767<br>60, Electronic Complex, Pardeshipura<br>Indore- 452010 (M.P.)<br>Tel.:0731-2551745, 2551746<br>Fax:0731-4065798<br>Email: ankit_4321@yahoo.com<br>Web Address:- www.ankitonline.com |
| Share Transfer System   | All the transfer received are processed by the Registrar and transfer Agent   |
| Distribution of shareholding as on 31.03.2017   | As per attached Table-3   |
| Dematerialisation of Shares & liquidity   | 7,23,23,000 Shares are Dematerialized (as on 31.03.2017 i.e. 96.43% of total Shares viz.; 7,50,00,000 equity shares   |
| Outstanding GDRs/ADRs/Warrants or any convertible instruments , Conversion date and likely impact on equity | The Company has not issued any GDRs/ADRs/Warrants or any convertible Instruments.   |
| Address for correspondence  | Shareholders correspondence should be addressed to:<br>VIJI Finance Limited<br>11/2, Usha Ganj, Jaora Compound,<br>Indore M.P.<br>Phone: 0731-4246092<br>website <a href="http://www.vijifinance.com">www.vijifinance.com</a>                     |
| Shareholding Pattern as on 31.03.2017   | As per attached Table-4   |

## **XVI. SUBSIDIARY COMPANIES**

Regulation 16(1)(c) of the Listing Regulations defines a “material subsidiary” to mean a subsidiary, whose income or net worth exceeds 20 percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. Company is having two wholly owned subsidiary companies i.e. S.L. Developers Private Limited and Viji Housing Finance Limited. Under this definition, the Company did not have any “material subsidiary” during the year under review. The subsidiaries of the Company function independently, with an adequately empowered Board of Directors and sufficient resources. The Minutes of the Board Meetings of the Company's subsidiaries are placed at the Board Meeting for review by the Board Members. The financial statements of the subsidiary companies are presented to the Audit Committee at every quarterly Meeting. The Company has also complied with the other provisions of Regulation 24 of the Listing Regulations with regard to Corporate Governance requirements for subsidiary companies.

## **XVII. DISCLOSURES:**

### **(i) Materially Significant Related Party Transactions:**

There are no materially significant related party transactions of the Company which have potential conflict with the interest of the Company at large. Further details of related party transactions are presented in Note 34 to Annual Accounts in the Annual Report.

Your Company has formulated a Policy on Materiality of and Dealing with Related Party Transactions which specify the manner of entering into related party transactions. This

Policy has also been posted on the website of the Company and can be accessed through web link: <http://vijifinance.com.cp-in-5.webhostbox.net/wp-content/uploads/2016/12/related-party-policies.pdf>

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

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

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

(iv) Vigil Mechanism Policy

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

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

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

(vi) Mandatory and Non-mandatory requirements:

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and The Company has fulfilled the following non-mandatory requirements as prescribed in Schedule II, PART E of Regulation 27(1) of (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Positions of Chairman and Whole time Director are separate.

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

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

(viii.) The Company has formulated a policy for determining 'material' subsidiaries as defined in Regulation 16(1)(c) of the Listing Regulations. This policy has also been hosted on the website of the Company at the web-link: <http://vijifinance.com.cp-in-5.webhostbox.net/wp-content/uploads/2016/12/policy-for-material-subsiary.pdf>

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

Those members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the company for payment thereof as the same will be transferred to Investor Education and Protection Fund (IEPF) pursuant to Section 124 of the Companies Act, 2013, on the respective dates mentioned below. Intimation in this regard is being sent to the concerned shareholder periodically. Kindly note that after such dates the members will lose their right to claim such dividend.

| Financial Year | Date of Declaration | Due date of transfer unpaid dividend to IEPF |
|----------------|---------------------|--|
| 2010-11        | 30.08.2011          | 29.09.2018                                   |
| 2011-12        | 11.09.2012          | 10.10.2019                                   |
| 2012-13        | 10.06.2013          | 09.07.2020                                   |
| 2013-14        | 09.09.2014          | 08.10.2021                                   |
| 2014-15        | 17.09.2015          | 16.10.2022                                   |
| 2015-16        | 26.09.2016          | 25.10.2023                                   |

#### **Disclosure with respect to demat suspense account/unclaimed suspense Account**

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

#### **Code of Conduct**

The Board of Directors has laid down the Code of Conduct for all the Board Members and members of the senior management. The Code is also placed on the Company's website - [www.vijifinance.com](http://www.vijifinance.com). at the weblink <http://vijifinance.com/company/codeofconduct>

A certificate from the Whole Time Director, affirming compliance of the said Code by all the Board Members and members of the senior management to whom the Code is applicable, is annexed separately to this report.

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

#### **WTD & CFO Certification**

The Whole Time Director and the Chief Financial Officer of the Company gives annual certification on financial reporting and internal controls to the Board in terms of



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

### **Certificate on Corporate Governance**

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

### **Others information:**

- **Process from public issue, right issue, preferential issue, : Not applicable during the period**
- The company has adopted a policy on dissemination of information on the material events to stock exchanges in accordance with the regulation 30 of the SEBI (LODR) Regulations, 2015. The said policy is available on the website of the company at following link : <http://vijifinance.com.cp-in-5.webhostbox.net/wp-content/uploads/2016/12/Policy-for-Material-Events.pdf>
- The company has adopted the policy on preservation of documents in accordance with the regulation 9 of the SEBI (LODR) Regulations, 2015. The documents preservation policy is available on the website of the company at following link: <http://vijifinance.com.cp-in-5.webhostbox.net/wp-content/uploads/2016/12/Policy-for-Material-Events.pdf>

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

#### **Compliance with the Code of Business Conduct and Ethics**

I, Manish Tambi, Whole Time Director of Viji Finance Limited declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2017.

Place: Indore  
Date : 10.06.2017

**For VIJI Finance Limited**

Manish Tambi  
(Din.00172883)  
Whole Time Director



**Table 1- Market Price Data:****April, 2016 to March, 2017 at BSE**

| Month | Apr-16 | May-16 | June-16 | July-16 | Aug-16 | Sept-16 | Oct-16 | Nov-16 | Dec-16 | Jan-17 | Feb-17 | March-17 |
|-------|--------|--------|---------|---------|--------|---------|--------|--------|--------|--------|--------|----------|
| High  | 54.35  | 69.55  | 84.30   | 86      | 95.75  | 135     | 190    | 17.80  | 22.30  | 14.40  | 11.44  | 9.59     |
| Low   | 53.30  | 55.40  | 70.90   | 79      | 81.30  | 91.50   | 16.70  | 11.05  | 12.00  | 8.04   | 8.40   | 6.16     |

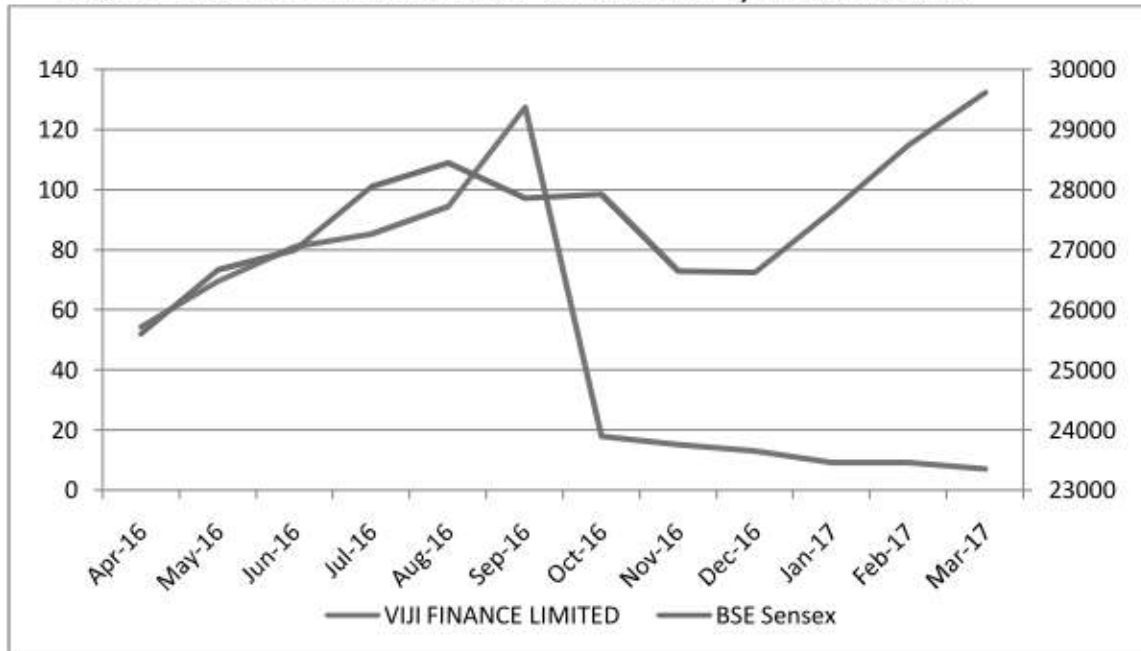
With effect from 25th October, 2016 face value of the shares has been changed from Rs. 10/- each to Re 1/- each

**April, 2016 to March, 2017 at NSE**

| Month | Apr-16 | May-16 | June-16 | July-16 | Aug-16 | Sept-16 | Oct-16 | Nov-16 | Dec-16 | Jan-17 | Feb-17 | March-17 |
|-------|--------|--------|---------|---------|--------|---------|--------|--------|--------|--------|--------|----------|
| High  | -      | -      | -       | 87.2    | 93.6   | 133     | 18.5   | 16.75  | 13     | 8.90   | 9.25   | 6.85     |
| Low   | -      | -      | -       | 85.35   | 87.5   | 121.5   | 17.7   | 15.1   | 11.80  | 8.30   | 8.50   | 6.35     |

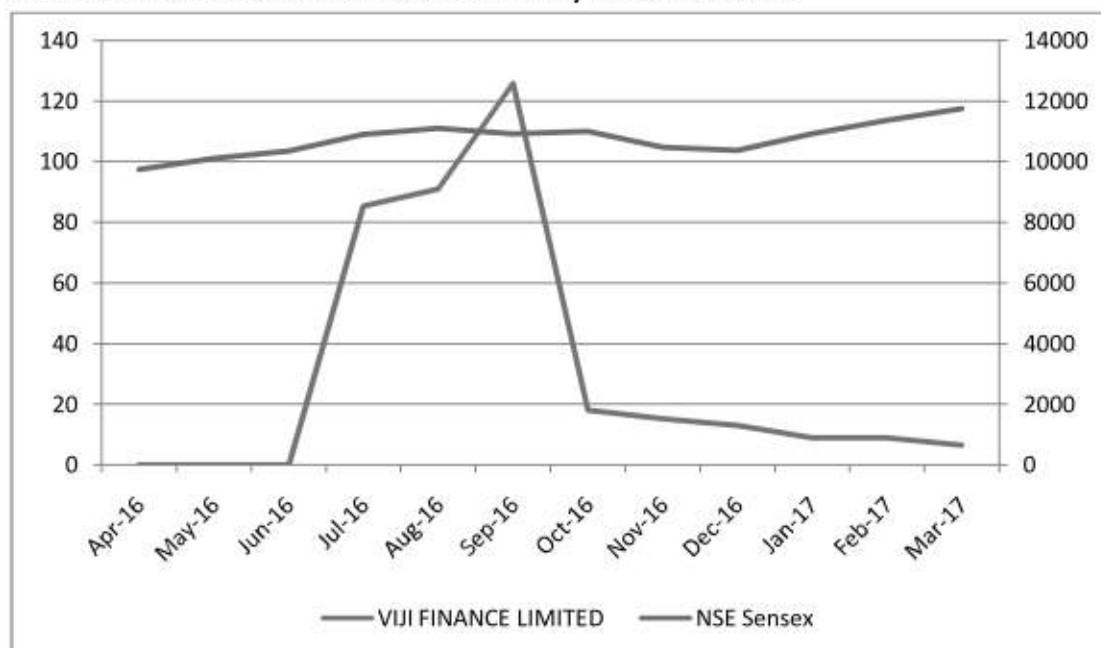
With effect from 25th October, 2016 face value of the shares has been changed from Rs. 10/- each to Re 1/- each

Monthly high low for first three month not available because Company has received a listing approval letter dated 07th July, 2016 from National Stock Exchange of India Limited, Mumbai for admission of listing of equity shares w.e.f. 11th July, 2016.

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

With effect from 25th October, 2016 face value of the shares has been changed from Rs. 10/- each to Re 1/- each.

### Relative Performance of Share Price V/S. NSE Sensex:



With effect from 25th October, 2016 face value of the shares has been changed from Rs. 10/- each to Re 1/- each.

**\* Table 3- Distribution of shareholding according to size class as on 31 March 2017**

| Category (Shares) | Share holders | % of Total Share holders | Shares             | % of Total Shares |
|-------------------|---------------|--------------------------|--------------------|-------------------|
| Upto-1000         | 537           | 26.39                    | 27237              | 0.04              |
| 1001-2000         | 111           | 5.45                     | 19125              | 0.03              |
| 2001-3000         | 89            | 4.37                     | 23920              | 0.03              |
| 3001-4000         | 54            | 2.65                     | 20472              | 0.03              |
| 4001-5000         | 104           | 5.11                     | 50812              | 0.07              |
| 5001-10000        | 267           | 13.12                    | 231490             | 0.31              |
| 10001-20000       | 166           | 8.16                     | 279724             | 0.37              |
| 20001-30000       | 91            | 4.47                     | 243479             | 0.32              |
| 30001-40000       | 37            | 1.82                     | 136768             | 0.18              |
| 40001-50000       | 270           | 13.27                    | 1333927            | 1.78              |
| 50001-100000      | 176           | 8.65                     | 1455576            | 1.94              |
| 100000 ABOVE      | 133           | 6.54                     | 71177470           | 94.90             |
| <b>Total</b>      | <b>2035</b>   | <b>100%</b>              | <b>7,50,00,000</b> | <b>100%</b>       |

\* Table 4- : SHAREHOLDING PATTERN AS AT 31ST MARCH 2017

| Sr. No. | Particulars   | No. of Shareholders | No. of Shares   | % of holding  |
|---------|---|---------------------|-----------------|---------------|
| (A)     | <b>Promoter Holding</b>   |                     |                 |               |
|         | (a) Individuals   | 04                  | 55529432        | 74.04%        |
|         | (b) Bodies Corporate  |                     |                 |               |
|         | <b>Sub-Total (A)</b>  | <b>04</b>           | <b>55529432</b> | <b>74.04%</b> |
| (B)     | <b>Public shareholding</b>  |                     |                 |               |
|         | 1). Institutions  | 0                   | 0               | 0             |
|         | (a) Mutual Funds/UTI  |                     |                 |               |
|         | (b) Financial Institutions/Banks  |                     |                 |               |
|         | (c) Foreign Portfolio Investor  |                     |                 |               |
|         | (d) Insurance Companies   |                     |                 |               |
|         | (e) Foreign Financial Institution   |                     |                 |               |
|         | (f) Foreign Mutual Fund   |                     |                 |               |
|         | <b>Sub-Total (B)(1)</b>   | <b>0</b>            | <b>0</b>        | <b>0</b>      |
|         | 2). Non-institutions  |                     |                 |               |
|         | (a) Bodies Corporate  | 83                  | 1719154         | 2.29%         |
|         | (b) Individuals   |                     |                 |               |
|         | I. Individual Shareholders holding nominal share capital up to 2 lac                    | 1845                | 4289441         | 5.72%         |
|         | II. Individual Shareholders holding nominal share capital in excess of 2 lac            | 72                  | 13298731        | 17.73%        |
|         | (c) Trusts  |                     |                 |               |
|         | (d) Foreign National  |                     |                 |               |
|         | (e) Hindu Undivided Family  |                     |                 |               |
|         | (f) Foreign Companies   |                     |                 |               |
|         | (g) NRI & OCB   | 9                   | 66349           | 0.09%         |
|         |   | 22                  | 96893           | 0.13%         |
|         | <b>Sub-Total (B)(2)</b>   | <b>2031</b>         | <b>19470568</b> | <b>25.96%</b> |
|         | <b>(B) Total Public Shareholding</b>  | <b>2031</b>         | <b>19470568</b> | <b>25.96%</b> |
| (C)     | <b>Shares held by Custodians and against which Depository Receipts have been issued</b> | <b>0</b>            | <b>0</b>        | <b>0</b>      |
|         | <b>Grand Total (A)+(B)+(C)</b>  | <b>2035</b>         | <b>75000000</b> | <b>100%</b>   |

## **AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To the Members of **VIJI FINANCE LIMITED**

We have examined the compliance of conditions of Corporate Governance by VIJI Finance Limited ('the Company'), for the year ended 31<sup>st</sup> March 2017, as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

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

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

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

For Ramesh Chandra Bagdi & Associates  
Company secretaries

Ramesh Chandra Bagdi  
Proprietor  
FCS: 8276, C P No 2871

Place : Indore  
Dated : 10<sup>th</sup> June, 2017



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

### **COMPLIANCE CERTIFICATE**

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

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

A. We have reviewed financial statements and the cash flow statement for the year ended 31.03.2017 and that to the best of our knowledge and belief:

(1) these financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these financial statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. We further state that, to the best of our knowledge and belief, no transactions entered into by the company during the year ended 31.03.2017 which are fraudulent, illegal or violative of the company's code of conduct.

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

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

(1) significant changes in internal control over financial reporting during the year;

(2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Indore  
Date : 30.05.2017

**FOR VIJI FINANCE LIMITED**

Siddhant Sharma  
Chief Financial Officer

Manish Tambi (Din: 00172883)  
Whole Time Director

## INDEPENDENT AUDITOR'S REPORT

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

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **Viji Finance Limited**("A Company") Registered Address *11/2,UshaGanj, Jaora Compound Indore (Madhya Pradesh)*, which comprise the Balance Sheet as at **March 31, 2017**, and the Statement of Profit and Loss and Cash Flow Statement for the year ended **March 31, 2017** and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the standalone Financial Statements**

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

### **Auditor's Responsibility**

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the





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

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

### **Opinion**

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- (b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements:**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A statement on the matters specified in the paragraph 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) on the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B';
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. there were no pending litigation as at 31<sup>st</sup> March 2017 which would impact the standalone financial position of the company
  - ii. The company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the company during the year ended 31<sup>st</sup> March 2017.
  - iv. The company had provided requisite disclosures in Note no. 13.1 to this standalone financial statement as to holdings as well as dealing in specified bank note during the period from 8th November 2016 to 30th December 2016. Based on our audit procedures and relying on the management representation regarding the holding and nature of cash transactions, including Specified Bank Notes, we report that these disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the Management.

For: **SPARK& Associates**  
Chartered Accountants  
FRN:005313C

**Pankaj Kumar Gupta**  
Partner  
Membership No. 404644

Place: Indore  
Date: May 30<sup>th</sup>, 2017



## **Annexure A to the Independent Auditors' Report**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2017, we report that:

- I. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets;  
(b) The management during the year has physically verified all the assets and there is a regular program of verification, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.  
(c) The company does not own any immovable property.
- II. The Company is a service company, primarily rendering financial services. Accordingly, it does not hold any physical inventories. Thus, paragraph (ii) of the order is not applicable to the Company.
- III. According to information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the Companies Act, 2013.
- IV. In our opinion and according to the information and explanation given to us, the company has complied with the provision of Section 185 and 186 of the Act, with respect to loans and investment made.
- V. The Company has not accepted any deposits from the public.
- VI. As per information & explanations given to us that the maintenance of cost records has not been prescribed by the Central Government, under subsection 1 of section 148 of the Companies Act, 2013, for any product or services of the Company.
- VII. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.  
  
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2017 for a period of more than six months from the date they became payable.  
  
(c) According to the information and explanations given to us, there are no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess, which have not been deposited on account of any dispute in various offices, of the Company as a whole as on 31st March, 2017.
- VIII. The company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders
- IX. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph (ix) of the order is not applicable.

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

**For: SPARK& Associates**  
Chartered Accountants  
FRN: 005313C

**Pankaj Kumar Gupta**  
Partner  
Membership No. 404644

**Place: Indore**  
**Date: May30<sup>th</sup>, 2017**



## **Annexure B**

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

**Referred to in paragraph 2(f) of the Independent Auditors' Report of even date to the members of Viji Finance Limited on the standalone financial statements for the year ended March 31, 2017.**

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act**

1. We have audited the internal financial controls over financial reporting of Viji Finance Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditor's Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

#### **Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31<sup>st</sup>, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SPARK & ASSOCIATES,  
Chartered Accountants,  
Firm Regd. No.- 005313C

Pankaj Kumar Gupta  
Partner  
Membership No. 404644

Place : Indore  
Date : 30<sup>th</sup> May 2017





**ANNEXTURE TO THE AUDITORS REPORT OF EVEN DATED OF VIJI FINANCE LTD. INDORE ON THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017.**

1. The Company has obtained registration under section 45IA of the Reserve Bank of India Act, 1934 vide certificate no. 03-00080 Dt. 29<sup>th</sup> October, 1998.
2. The Board of Directors of the Company has passed a resolution for not holding any public deposit as on date as well as non-acceptance of any public deposit in future without obtaining written prior permission from the Reserve Bank of India.
3. The Company has not accepted any public deposit during the financial year ended on 31<sup>st</sup> March, 2017.
4. The Company has complied with the prudential norms relating to income recognition, accounting standards and assets classification as applicable to it, subject to Notes to the accounts.
5. Necessary provision, if any has been made for all bad and doubtful debts during the year ending 31<sup>st</sup> March, 2017.

**AS PER OUR REPORT ATTACHED EVEN DATE**

**For SPARK & Associates**  
**Chartered Accountants**  
**FRN: 005313C**

**Pankaj Kumar Gupta**  
Partner  
Membership No.404644

Place: Indore  
Date: May 30<sup>th</sup>, 2017

**M/S VIJI FINANCE LIMITED**

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

CIN : L65192MP1994PLC008715

**BALANCE SHEET AS AT 31st MARCH, 2017**

|  | Notes | Current Year<br>31.03.2017 | (Amount in Rs.)<br>Previous Year<br>31.03.2016 |
|--|-------|----------------------------|--|
| <b>I EQUITY AND LIABILITIES</b>                      |       |                            |  |
| <b>(1) Shareholders' Funds</b>                       |       |                            |  |
| (a) Share Capital                                    | 2     | 75,000,000                 | 75,000,000                                     |
| (b) Reserves & Surplus                               | 3     | 14,733,511                 | 9,573,682                                      |
| <b>(2) Share Application Money Pending Allotment</b> |       |                            |  |
|  |       | -                          | -  |
| <b>(3) Non - Current Liabilities</b>                 |       |                            |  |
| (a) Long Term Borrowings                             | 4     | 3,165,871                  | -  |
| (b) Deferred Tax Liabilities                         | 5     | 375,820                    | 173,636  |
| (c) Other Long Term Liabilities                      |       | -                          | -  |
| (d) Long Term Provision                              |       | -                          | -  |
| <b>(4) Current Liabilities</b>                       |       |                            |  |
| (a) Short Term Borrowings                            | 6     | 22,619,006                 | 10,511,221                                     |
| (b) Short Term Provisions                            | 7     | 3,304,140                  | 3,912,355                                      |
| (c) Trade Payables                                   |       | -                          | -  |
| (d) Other Current Liabilities                        | 8     | 1,582,396                  | 1,022,427                                      |
| <b>Total Rs.</b>                                     |       | <b>120,780,744</b>         | <b>100,193,321</b>                             |
| <b>II ASSETS</b>                                     |       |                            |  |
| <b>(1) Non- Current Assets</b>                       |       |                            |  |
| (a) Fixed Assets                                     |       |                            |  |
| (i) Tangible Assets                                  | 9     | 3,442,675                  | 4,536,384                                      |
| (ii) Intangible Assets                               |       | -                          | -  |
| (b) Non Current Investments                          | 10    | 1,300,000                  | -  |
| (c) Deferred Tax Asset                               |       |                            |  |
| (d) Long Term Loans and Advances                     | 11    | 108,458,311                | 89,994,998                                     |
| <b>(2) Current Assets</b>                            |       |                            |  |
| (a) Current Investments                              | 12    | 36,938                     | 309,106  |
| (b) Trade Receivables                                |       | -                          | -  |
| (c) Cash & Cash Equivalents                          | 13    | 7,506,409                  | 4,971,472                                      |
| (d) Short Term Loans and Advances                    | 14    | -                          | 344,950  |
| (e) Other Current Assets                             | 15    | 36,411                     | 36,411   |
| <b>Total Rs.</b>                                     |       | <b>120,780,744</b>         | <b>100,193,321</b>                             |
| Significant Accounting Policies                      | 1     |                            |  |
| Notes on Financial Statements                        | 1-35  |                            |  |

As per our report of even date

**For SPARK & Associates**

Chartered Accountants  
FRN: 005313C

**Pankaj Kumar Gupta**  
Partner  
Membership No. 404644  
PAN : AIEPG8275H

30th May 2017, Indore

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

**Manish Tambi**

Whole-time Director  
DIN : 00172883

**Stuti Sinha**  
Company Secretary  
Membership No. A42371

**Vijay Kothari**

Director  
DIN : 00172878

**Siddhant Sharma**  
Chief Financial Officer



**M/S VIJI FINANCE LIMITED**

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

CIN : L65192MP1994PLC008715

**STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017**

|  | Notes            | Current Year<br>31.03.2017 | (Amount in Rs.)<br>Previous Year<br>31.03.2016 |
|--|------------------|----------------------------|--|
| I Revenue from Operations                                    | 16               | 16,063,924                 | 13,302,538                                     |
| II Other Income  | 17               | 9,620                      | 400,968  |
| <b>III Total Revenue</b>                                     | <b>(I+II)</b>    | <b>16,073,544</b>          | <b>13,703,506</b>                              |
| <b>IV. Expenses</b>  |                  |                            |  |
| Purchases  |                  | -                          | -  |
| Changes in Inventories                                       |                  | -                          | -  |
| Employee Benefit Expenses                                    | 18               | 1,488,000                  | 1,381,767                                      |
| Finance Cost   | 19               | 705,087                    | 627,989  |
| Depreciation and amortization expenses                       | 9                | 478,498                    | 513,672  |
| Other Expenses   | 20               | 3,968,764                  | 5,449,933                                      |
| <b>Total Expenses</b>  |                  | <b>6,640,349</b>           | <b>7,973,361</b>                               |
| V. Profit before exceptional and extraordinary items and tax | (III-IV)         | <b>9,433,195</b>           | <b>5,730,145</b>                               |
| VI. Exceptional Items  |                  | -                          | -  |
| VII. Profit before extraordinary items and tax               | (V-VI)           | <b>9,433,195</b>           | <b>5,730,145</b>                               |
| VIII. Extraordinary Items                                    |                  | -                          | -  |
| IX. Profit Before Tax  | (VII-VIII)       | <b>9,433,195</b>           | <b>5,730,145</b>                               |
| X. Tax Expenses  |                  |                            |  |
| (1) Current Year Tax   |                  | 3,034,397                  | 1,980,478                                      |
| (2) Earlier Year Tax   |                  | 134,103                    | 228,781  |
| (2) Deferred Tax   |                  | 202,184                    | 78,342   |
| XI. Profit(Loss) from the continuing operations              | (IX-X)           | <b>6,062,511</b>           | <b>3,442,544</b>                               |
| XII. Profit/(Loss) for the period                            | <b>Total Rs.</b> | <b>6,062,511</b>           | <b>3,442,544</b>                               |
| XIII. Earning per Equity Share:                              | 21               |                            |  |
| (1) Basic  |                  | 0.081                      | 0.046  |
| (2) Diluted  |                  | 0.081                      | 0.046  |

Significant Accounting Policies  
Notes on Financial Statements

1-35

As per our report of even date

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

**For SPARK & Associates**

**Manish Tambi**

**Vijay Kothari**

Chartered Accountants  
FRN: 005313C

Whole-time Director  
DIN : 00172883

Director  
DIN : 00172878

**Pankaj Kumar Gupta**  
Partner  
Membership No. 404644  
PAN : AIEPG8275H

**Stuti Sinha**  
Company Secretary  
Membership No. A42371

**Siddhant Sharma**  
Chief Financial Officer

30th May 2017, Indore

# M/S VIJI FINANCE LIMITED

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

CIN NO: L65192MP1994PLC008715

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

| (Amount in Rs.)  |                                      |              |                                      |             |
|--|--------------------------------------|--------------|--------------------------------------|-------------|
| Particulars  | For the year ended<br>31 March, 2017 |              | For the year ended<br>31 March, 2016 |             |
| <b>A. Cash flow from operating activities</b>                                |                                      |              |                                      |             |
| Net Profit / (Loss) before extraordinary items and tax                       |                                      | 9,433,195    |                                      | 5,730,145   |
| <b>Adjustments for:</b>  |                                      |              |                                      |             |
| Depreciation   | 478,498                              |              | 513,672                              |             |
| (Profit) / Loss on sale of Investment  | 8,589                                |              | (353,123)                            |             |
| (Profit) / Loss on sale of Fixed Assets                                      | 35,625                               |              | 874,332                              |             |
| Previous year income tax paid  | (134,103)                            |              | (228,781)                            |             |
| Interest Paid  | 705,087                              |              | 627,989                              |             |
| Provision for standard assets  | 54,966                               |              | 4,842                                |             |
| Provision for loss on Investment   | 1,236                                |              | -                                    |             |
| Income Tax Provision   | (3,034,397)                          |              | (1,980,478)                          |             |
|  |                                      | (1,884,499)  |                                      | (541,547)   |
| Operating profit / (loss) before working capital changes                     |                                      |              |                                      |             |
| <b>Changes in working capital:</b>   |                                      |              |                                      |             |
| <b>Adjustments for (increase) / decrease in operating assets:</b>            |                                      |              |                                      |             |
| Short-term loans and advances  | 344,950                              |              | (212,670)                            |             |
| Long-term loans and advances   | (18,463,313)                         |              | (2,628,968)                          |             |
|  |                                      | (18,118,363) |                                      | (2,841,638) |
| <b>Adjustments for increase / (decrease) in operating liabilities:</b>       |                                      |              |                                      |             |
| Trade payables   | -                                    |              | -                                    |             |
| Other current liabilities  | 559,969                              |              | 499,769                              |             |
| Current Assets   | -                                    |              | 164,210                              |             |
| Short-term provisions  | 300,808                              |              | (621,949)                            |             |
|  |                                      | 860,778      |                                      | 42,030      |
| Cash generated from operations   |                                      | (9,708,889)  |                                      | 2,388,990   |
| Net income tax (paid) / refunds  |                                      | (963,989)    |                                      | -           |
| <b>Net cash flow from / (used in) operating activities (A)</b>               |                                      | (10,672,878) |                                      | 2,388,990   |
| <b>B. Cash flow from investment activities</b>                               |                                      |              |                                      |             |
| Fixed Asset (increase)/decrease  |                                      | (3,520,414)  |                                      | (4,556,673) |
| Proceeds from sale of Fixed Asset  |                                      | 4,100,000    |                                      | 1,000,000   |
| Investment in equity shares  |                                      | 270,932      |                                      | 744,126     |
| Profit / (loss) on sale of investment  |                                      | (8,589)      |                                      | 353,123     |
| Non Current Investment   |                                      | (1,300,000)  |                                      | -           |
| <b>Net cash flow from / (used in) investment activities (B)</b>              |                                      | (458,071)    |                                      | (2,459,424) |
| <b>C. Cash flow from financing activities</b>                                |                                      |              |                                      |             |
| Finance Cost   | (705,087)                            |              | (627,989)                            |             |
| Dividend Paid  | (750,000)                            |              | (2,250,000)                          |             |
| Tax on Dividend  | (152,682)                            |              | (458,047)                            |             |
| Long term Borrowing  | 3,165,871                            |              | -                                    |             |
| Short term borrowings  | 12,107,785                           |              | 6,033,890                            |             |
|  |                                      | 13,665,887   |                                      | 2,697,854   |
| <b>Net cash flow from / (used in) financing activities (C)</b>               |                                      | 13,665,887   |                                      | 2,697,854   |
| <b>Net increase/decrease in cash and cash equivalents (A+B+C)</b>            |                                      | 2,534,937    |                                      | 2,627,420   |
| <b>Cash and cash equivalent at the beginning of the year</b>                 |                                      | 4,971,472    |                                      | 2,344,052   |
| <b>Cash and cash equivalent at the end of the year</b>                       |                                      | 7,506,409    |                                      | 4,971,472   |
| <b>Components of Cash and Cash Equivalents at the end of the year/period</b> |                                      |              |                                      |             |
| Cash in hand   |                                      | 757,137      |                                      | 382,739     |
| Balance with scheduled banks   |                                      |              |                                      |             |
| Current account  |                                      | 6,095,018    |                                      | 3,995,177   |
| Earmarked Balance Dividend Account   |                                      | 654,254      |                                      | 593,556     |
| <b>Total</b>   |                                      | 7,506,409    |                                      | 4,971,472   |

As per our report of even date

For SPARK & Associates

Chartered Accountants

FRN: 005313C

Pankaj Kumar Gupta

Partner

Membership No. 404644

PAN : AIEPG8275H

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

Manish Tambi

Whole-time Director

DIN : 00172883

Vijay Kothari

Director

DIN : 00172878

Stuti Sinha

Company Secretary

Membership No. A42371

Siddhant Sharma

Chief Financial Officer

30th May 2017, Indore

**1. SIGNIFICANT ACCOUNTING POLICIES**

**1.1 System of Accounting**

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

**1.2 Use of Estimates**

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

**1.3 Revenue recognitions**

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

**1.4 Fixed Assets**

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

**1.5 Depreciation / Amortization**

Deprecation on tangible assets has been charged on S.L.M. as prescribed under the Companies Act. 2013.

**1.6 Investments**

Current Investments are valued at cost and non-current investments are valued on cost or market price whichever is lower.

**1.7 Taxation**

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

**Deferred taxation**

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

**1.8 Impairment of Assets**

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

**1.9 Provisions, Contingent Liabilities & Contingent Assets**

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

**M/S VIJI FINANCE LIMITED**

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

|   | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|---|----------------------------|-----------------------------|
| <b>2 SHARE CAPITAL</b>  |                            |                             |
| <b>AUTHORISED CAPITAL :</b>   |                            |                             |
| 11,00,00,000 Equity Shares of Rs. 1/- each                            | 110,000,000                | 110,000,000                 |
| (1,10,00,000 Equity Shares of Rs. 10/- each)                          |                            |                             |
| <b>ISSUED, SUBSCRIBED, PAID UP CAPITAL :</b>                          |                            |                             |
| 7,50,00,000 Equity Shares of Rs. 1 each fully paid up.                | 75,000,000                 | 75,000,000                  |
| ( Previous Year 75,00,000 Equity Shares of Rs. 10 each fully paid up) |                            |                             |
| <b>Total Rs.</b>  | <b>75,000,000</b>          | <b>75,000,000</b>           |

**2.1 The reconciliation of the number of shares outstanding is set out below :**

| Particulars   | As at 31st March 2017 |                   | As at 31st March 2016 |                   |
|---|-----------------------|-------------------|-----------------------|-------------------|
|   | No. of Shares         | Amount            | No. of Shares         | Amount            |
| Equity Shares at the beginning of the year  | 7,500,000             | 75,000,000        | 7,500,000             | 75,000,000        |
| Add : Sub-division of equity shares having face value of 10 per share into 10 equity shares having face value of Re. 1 per share (Refer Note 2.2) | 67,500,000            | -                 | -                     | -                 |
| <b>Equity Shares at the end of the year</b>   | <b>75,000,000</b>     | <b>75,000,000</b> | <b>75,500,000</b>     | <b>75,500,000</b> |

**2.2** The Board of Directors of the Company at its meeting held on September 9, 2016 has approved the sub-division of equity shares of the Company having a face value of ₹ 10 per share into 10 equity shares having a face value of Re. 1 each. This has been approved by the shareholders at their meeting held on October 8, 2016. Accordingly, number of equity shares under the Authorised, Issued, Subscribed and Paid-up capital have been increased.

**2.3 Details of Shareholders holding more than 5 % shares:**

| Name of Shareholder | As at 31st March 2017 |        | As at 31st March 2016 |        |
|---------------------|-----------------------|--------|-----------------------|--------|
|                     | No. of shares         | % held | No. of shares         | % held |
| Vijay Kothari       | 41,635,932            | 55.51% | 4201900               | 56.03% |
| Shilpa Kothari      | 13,143,500            | 17.52% | 1314350               | 17.52% |

**2.4 Terms/rights attached to equity shares:**

The company has only one class of equity shares having a par value of Rs. 1 per share (31st March 2016 : Rs. 10/- per share). Each holder of equity shares is entitled to one vote per share. The dividend, in case proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

|                                  | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|----------------------------------|----------------------------|-----------------------------|
| <b>3 RESERVES &amp; SURPLUS</b>  |                            |                             |
| <b>(a) Statutory Reserve</b>     |                            |                             |
| Opening Balance                  | 4,524,929                  | 3,836,420                   |
| Add: Transferred during the year | 1,212,502                  | 688,509                     |
| Closing Balance (a)              | <b>5,737,431</b>           | <b>4,524,929</b>            |
| <b>(b) Security Premium</b>      |                            |                             |
| Closing Balance (b)              | <b>4,500,000</b>           | <b>4,500,000</b>            |



**M/S VIJI FINANCE LIMITED**

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

|  | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|--|----------------------------|-----------------------------|
| <b>(c) Surplus</b>                       |                            |                             |
| Opening balance                          | 548,753                    | 502,765                     |
| (+) Net Profit For the year              | 6,062,511                  | 3,442,544                   |
| (-) Transferred to Statutory 20% Reserve | (1,212,502)                | (688,509)                   |
| (-) Proposed Dividends                   | (750,000)                  | (2,250,000)                 |
| (-) Dividend Distribution Tax.           | (152,682)                  | (458,047)                   |
| Closing Balance (c)                      | 4,496,080                  | 548,753                     |
| <b>Closing Balance (A + B + C)</b>       | <b>14,733,511</b>          | <b>9,573,682</b>            |
| <b>Total Rs.</b>                         |                            |                             |

**3.1 Statutory Reserve :**

Statutory Reserve represents the Reserve Fund created under Section 45 IC of the Reserve Bank of India Act, 1934. An amount of Rs. 12,12,502/- representing 20% of Net Profit is transferred to the Fund for the year (Previous Year: Rs. 6,88,509/- ). No appropriation was made from the Reserve Fund during the year.

**4 LONG - TERM BORROWINGS**

Secured loan

Term Loan from Financial Institution  
Toyota Finance Services India Ltd.\*

|                  | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|------------------|----------------------------|-----------------------------|
|                  |                            |                             |
|                  |                            |                             |
|                  | 3,165,871                  | -                           |
| <b>Total Rs.</b> | <b>3,165,871</b>           | <b>-</b>                    |

\* Secured by hypothecation of a vehicle. The loan is repayable in 60 equal monthly installments commencing from 20-Dec-2016 to 20-Nov-2021. The interest rate is 10.49 % p.a. The term loan includes current maturity of Rs. 5,59,535/- (previous Year : Nil).

**5 Deferred Tax Liabilities :**

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

| Particulars                                      | 31-Mar-17      | 31-Mar-16      |
|--|----------------|----------------|
| <b>Tax on Timing Difference on account of :-</b> |                |                |
| Depreciation on fixed assets                     | 375,820        | 173,636        |
| Other Items                                      | -              | -              |
| <b>Total Deferred Tax Liability</b>              | <b>375,820</b> | <b>173,636</b> |

**6 SHORT - TERM BORROWINGS**

Unsecured loans from related parties  
Vijay Kothari (Director)\*

|                  | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|------------------|----------------------------|-----------------------------|
|                  |                            |                             |
|                  | 22,619,006                 | 10,511,221                  |
| <b>Total Rs.</b> | <b>22,619,006</b>          | <b>10,511,221</b>           |

\* Interest rate is 8% p.a.

**7 SHORT TERM PROVISIONS**

Provision for Audit Fees  
Provision for Income Tax (net of Advance Tax & TDS)  
Proposed Dividend  
Dividend Distribution Tax  
Provision on Standard Assets

|                  | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|------------------|----------------------------|-----------------------------|
|                  |                            |                             |
|                  | 54,000                     | 28,625                      |
|                  | 2,070,408                  | 953,599                     |
|                  | 750,000                    | 2,250,000                   |
|                  | 152,682                    | 458,047                     |
|                  | 277,050                    | 222,084                     |
| <b>Total Rs.</b> | <b>3,304,140</b>           | <b>3,912,355</b>            |

**M/S VIJI FINANCE LIMITED**

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

|                                  | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|----------------------------------|----------------------------|-----------------------------|
| <b>8 OTHER CURRENT LIABILITY</b> |                            |                             |
| Other Current Liabilities        | 263,248                    | 236,050                     |
| Service Tax Payable              | 623,641                    | 180,847                     |
| Professional Tax Payable         | 624                        | -                           |
| TDS Payables                     | 40,629                     | 11,974                      |
| Unpaid Dividend                  |                            |                             |
| (a) Unpaid dividend (10-11)      | 44,360                     | 44,360                      |
| (b) Unpaid dividend (11-12)      | 105,240                    | 105,240                     |
| (c) Unpaid dividend (12-13)      | 198,310                    | 198,310                     |
| (d) Unpaid dividend (13-14)      | 142,717                    | 142,967                     |
| (e) Unpaid dividend (14-15)      | 97,879                     | 102,679                     |
| (f) Unpaid dividend (15-16)      | 65,748                     | -                           |
| <b>Total Rs.</b>                 | <b>1,582,396</b>           | <b>1,022,427</b>            |

|   | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|---|----------------------------|-----------------------------|
| <b>10 NON CURRENT INVESTMENT</b>  |                            |                             |
| <b>Investment In Equity Instrument (UnQuoted &amp; Fully Paid Up) :</b> |                            |                             |
| Investment In Shares  |                            |                             |
| <b>Name of the Body Corporate</b>                                       | <b>No. of Shares</b>       |                             |
|   | <b>2016-17</b>             | <b>2015-16</b>              |
| i. S.L. Developers Private Limited (face value Rs. 10) *                | 30000                      | -                           |
| ii. Viji Housing Finance Limited (face value Rs. 10) *                  | 100000                     | -                           |
| * Wholly Owned Subsidiary   |                            |                             |
| <b>Total Rs.</b>  | <b>1,300,000</b>           | <b>-</b>                    |

|   | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|---|----------------------------|-----------------------------|
| <b>11 LONG TERM LOANS &amp; ADVANCES</b>              |                            |                             |
| (Unsecured, considered good, unless otherwise stated) |                            |                             |
| Security Deposits                                     | 1,020,000                  | 1,020,000                   |
| Other loans and advances- Business Advances           | 107,438,311                | 88,974,998                  |
| <b>Total Rs.</b>                                      | <b>108,458,311</b>         | <b>89,994,998</b>           |

|   | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|---|----------------------------|-----------------------------|
| <b>12 CURRENT INVESTMENT</b>  |                            |                             |
| <b>Investment In Equity Instrument (Quoted &amp; Fully Paid Up) :</b> |                            |                             |
| Investment In Shares *  |                            |                             |
| <b>Name of the Body Corporate</b>                                     | <b>No. of Shares</b>       |                             |
|   | <b>2016-17</b>             | <b>2015-16</b>              |
| i. Shi Adhikari Brothers Network Limited (face value Rs. 10)          | 0                          | 100                         |
| ii. Choksi Laboratories Limited (face value Rs. 10)                   | 100                        | 100                         |
| iii. Moser Bear India Limited (face value Rs. 10)                     | 1000                       | 1000                        |
| iv. Reliance Industries limited (face value Rs. 10)                   | 10                         | 10                          |
| v. Vaswani Industries Limited (face value Rs. 10)                     | 5000                       | 5000                        |
| vi. Vikas Ecotech Limited (face value Rs. 1)                          | 0                          | 15000                       |
| <b>Total Rs.</b>  | <b>36,938</b>              | <b>309,106</b>              |

\* Market Value of quoted Equity Investment as on 31-MAR-2017 is Rs. 68,877/- (Previous Year Rs 3,19,213/- )

**M/S VIJI FINANCE LIMITED**

11/2, LISHA GANJ, [AORA COMPOUND, INDORE - 452001 (MP)]

**9 FIXED ASSETS**

| S.No. | Particulars                              | Gross Block                |                             |                             |  |                             | Accumulated Depreciation    |                            |                                  |                                |                | Net Block                   |                             |
|-------|--|----------------------------|-----------------------------|-----------------------------|--|-----------------------------|-----------------------------|----------------------------|----------------------------------|--------------------------------|----------------|-----------------------------|-----------------------------|
|       |  | Balance as at 1 April 2016 | Additions During the Period | Deletions during the Period | Acquired through business combinations | Revaluations/ (Impairments) | Balance as at 31 March 2016 | Balance as at 1 April 2016 | Depreciation charge for the year | Adjustment due to revaluations | On disposals   | Balance as at 31 March 2017 | Balance as at 31 March 2016 |
| 1     | <b>Tangible Assets (Not Under Lease)</b> |                            |                             |                             |  |                             |                             |                            |                                  |                                |                |                             |                             |
| 1     | Vehicle                                  | 433007                     | 3,528,414                   | (4,550,073)                 | -                                      | -                           | 3520414                     | 136248                     | 417991                           | -                              | 414,448        | 138790                      | 338824                      |
| 2     | Computer                                 | 190550                     | -                           | -                           | -                                      | -                           | 286550                      | 139344                     | 44377                            | -                              | -              | 163722                      | 12928                       |
| 3     | Office Equipment                         | 86255                      | -                           | -                           | -                                      | -                           | 86355                       | 21000                      | 16130                            | -                              | -              | 37332                       | 49223                       |
|       | <b>Total</b>                             | <b>4,832,978</b>           | <b>3,528,414</b>            | <b>(4,550,073)</b>          | <b>-</b>                               | <b>-</b>                    | <b>3,663,319</b>            | <b>296,594</b>             | <b>478,498</b>                   | <b>-</b>                       | <b>414,448</b> | <b>340,844</b>              | <b>3,442,675</b>            |
|       | Previous year                            | 3,435,505                  | 4,756,673                   | (4,162,000)                 | -                                      | -                           | 4,832,978                   | 1,870,580                  | 373,672                          | 6,410                          | 1,287,668      | 296,594                     | 4,536,384                   |

**13 CASH & BANK BALANCES**

Cash In Hand

Balances With Scheduled Banks :

- In Current Accounts

Balance with Banks in Earmarked Account:

- Earmarked Balance Dividend Account

**Total Rs.**

| Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|----------------------------|-----------------------------|
| 757,137                    | 382,739                     |
| 6,095,018                  | 3,995,177                   |
| 654,254                    | 593,556                     |
| <b>7,506,409</b>           | <b>4,971,472</b>            |

- 13.1 During the year, the Company had specified bank notes or other denomination note and the details of Specified Bank Notes (SBN) held and transacted during the period from 8 November 2016 to 30 December 2016 is given below:

| Particulars                                  | SBNs        | Other denomination notes | Total          |
|--|-------------|--------------------------|----------------|
| Closing cash in hand as on 8-11-2016         | 1,700,000   | 228,181                  | 1,928,181      |
| (+) Permitted receipts                       | -           | 140,000                  | 140,000        |
| (-) Permitted payments                       | -           | (40,952)                 | (40,952)       |
| (-) Amount deposited in Banks                | (1,700,000) | -                        | (1,700,000)    |
| <b>Closing cash in hand as on 30-12-2016</b> | <b>-</b>    | <b>327,229</b>           | <b>327,229</b> |

For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

**14 SHORT TERM LOANS & ADVANCES**

( Unsecured, considered good, unless otherwise stated )

Loans and advances to related parties \*

- Ms. Shilpa Kothari

Other Advances \*

Prepaid Expenses

**Total Rs.**

| Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|----------------------------|-----------------------------|
| -                          | 150,000                     |
| -                          | 149,800                     |
| -                          | 45,150                      |
| <b>-</b>                   | <b>344,950</b>              |

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

**15 OTHER CURRENT ASSETS**

TDS Receivable

**Total Rs.**

| Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|----------------------------|-----------------------------|
| 36,411                     | 36,411                      |
| <b>36,411</b>              | <b>36,411</b>               |

**16 REVENUE FROM OPERATION**

Interest

Financial Commission

Income from Consultancy

**Total Rs.**

| Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|----------------------------|-----------------------------|
| 10,594,635                 | 10,577,538                  |
| 4,219,289                  | 2,725,000                   |
| 1,250,000                  | -                           |
| <b>16,063,924</b>          | <b>13,302,538</b>           |

**17 OTHER INCOME**

Profit on sale of Investments

Other Income

**Total Rs.**

| Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|----------------------------|-----------------------------|
| -                          | 353,123                     |
| 9,620                      | 47,845                      |
| <b>9,620</b>               | <b>400,968</b>              |

**M/S VIJI FINANCE LIMITED**

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

|             |   | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|-------------|---|----------------------------|-----------------------------|
| <b>18</b>   | <b><u>EMPLOYEES REMUNERATION &amp; BENEFITS</u></b> |                            |                             |
|             | Salary & Incentive                                  | 618,000                    | 381,767                     |
|             | Director Remuneration                               | 870,000                    | 1,000,000                   |
|             | <b>Total Rs.</b>                                    | <b>1,488,000</b>           | <b>1,381,767</b>            |
| <b>18.1</b> | <b>Details of Director's Remuneration:</b>          |                            |                             |
|             | <b>Whole Time Directors</b>                         |                            |                             |
|             | - Salary  | 870,000                    | 1,000,000                   |
|             | - Contribution to provident fund                    | -                          | -                           |
|             | <b>Total Rs.</b>                                    | <b>870,000</b>             | <b>1,000,000</b>            |
|             |   |                            |                             |
|             |   | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
| <b>19</b>   | <b><u>FINANCE COST</u></b>                          |                            |                             |
|             | Interest expenses                                   | 695,542                    | 626,898                     |
|             | Bank Charges  | 1,066                      | 850                         |
|             | Interest on TDS                                     | 8,479                      | 241                         |
|             | <b>Total Rs.</b>                                    | <b>705,087</b>             | <b>627,989</b>              |
|             |   |                            |                             |
|             |   | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
| <b>20</b>   | <b><u>OTHER EXPENSES</u></b>                        |                            |                             |
|             | Advertisement Expenses                              | 78,136                     | 73,850                      |
|             | Audit Fee   | 60,000                     | 26,875                      |
|             | Electrical Expenses                                 | 13,270                     | 75,679                      |
|             | Membership Fees                                     | 22,325                     | -                           |
|             | Listing Fees  | 1,175,105                  | 312,996                     |
|             | Consultancy Charges                                 | 700,518                    | 484,193                     |
|             | Demat Charges                                       | 989                        | -                           |
|             | Postages Expenses                                   | 53,467                     | 21,527                      |
|             | Office Expenses                                     | 5,867                      | 37,143                      |
|             | Rent Expenses                                       | 1,422,750                  | 2,648,005                   |
|             | Loss on sale of Invetsment                          | 8,589                      | -                           |
|             | Stationery & Printing Expenses                      | 86,436                     | 113,057                     |
|             | Professional Tax                                    | 2,500                      | 2,500                       |
|             | Travelling Expenses                                 | -                          | 413,664                     |
|             | Vehicle running & Maintenance                       | 105,501                    | 113,534                     |
|             | ROC Filing Fees                                     | 16,600                     | 16,200                      |
|             | Repairs & Maintenance                               | -                          | 6,000                       |
|             | Staff & Welfare Expenses                            | 3,411                      | 14,109                      |
|             | Insurance Expenses                                  | -                          | 89,137                      |
|             | Telephone Expenses                                  | 87,601                     | 114,592                     |
|             | Provision on Standard Assets                        | 54,966                     | 4,842                       |
|             | Loss on sale of vehicle                             | 35,625                     | 874,332                     |
|             | Web Exp.  | 29,900                     | -                           |
|             | Provison on loss of Investment                      | 1,236                      | -                           |
|             | News Paper & Periodicals Expenses                   | 3,972                      | 7,698                       |
|             | <b>Total Rs.</b>                                    | <b>3,968,764</b>           | <b>5,449,933</b>            |
| <b>a</b>    | <b>Details of Auditor's Remuneration</b>            |                            |                             |
|             |   | <b>2016-17 *</b>           | <b>2015-16 #</b>            |
|             | Statutory Audit Fee                                 | 50,000                     | 22,900                      |
|             | Tax Audit fee                                       | 10,000                     | 5,725                       |
|             | <b>Total Rs.</b>                                    | <b>60,000</b>              | <b>28,625</b>               |
|             | * Excluding Service Tax                             |                            |                             |
|             | # Including Service Tax                             |                            |                             |

**M/S VIJI FINANCE LIMITED**

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

**21 EARNINGS PER SHARE (EPS)**

|  | 2016-17    | 2015-16    |
|--|------------|------------|
| i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs) | 6,062,511  | 3,442,544  |
| ii) Weighted Average number of equity shares used as denominator for calculating EPS                 | 75,000,000 | 75000000 * |
| iii) Basic and Diluted Earnings per share  | 0.081      | 0.046      |
| iii) Nominal value of an equity share  | 1.00       | 1.00       |

\* Adjusted for subdivision of equity shares. Refer Note 2.2

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

23 The Board has been recommended a dividend @ 1% i.e. Rs. 0.01 per equity share of Rs. 1/-each for the financial year ended March 31, 2017, subject to the approval of shareholders in the ensuing Annual General Meeting.

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

25 Assets classification &amp; Provision there on: -

|                    | 2016-17            |                | 2015-16           |                |
|--------------------|--------------------|----------------|-------------------|----------------|
|                    | Classification     | Provision      | Classification    | Provision      |
| Standard Assets    | 107,438,311        | 277,050        | 88,974,998        | 222,084        |
| Substandard Assets | -                  | -              | -                 | -              |
| Doubtful Assets    | -                  | -              | -                 | -              |
| Loss Assets        | -                  | -              | -                 | -              |
| <b>Total</b>       | <b>107,438,311</b> | <b>277,050</b> | <b>88,974,998</b> | <b>222,084</b> |

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

Expenditure incurred in foreign currency during the year Nil

CIF Value of Imports of Capital Goods Nil

27 Retirement Benefits: Accounting Standard - 15 "Employees Benefits" not applicable

28 Contingent Liabilities: NIL

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

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

31 Disclosure of loans/advances in its subsidiaries and associates etc. As required under clause 32 of the listing agreement

| Loans and Advances in the nature of Loans   | Amount Outstanding as at 31st March, 2017 | Amount Outstanding as at 31st March, 2016 |
|---|---|---|
| a. To Subsidiaries  | Nil                                       | Nil                                       |
| b. To Associates  | Nil                                       | Nil                                       |
| c. Where there is   | Nil                                       | Nil                                       |
| (i) No repayment schedule   | Nil                                       | Nil                                       |
| (ii) Repayment beyond seven years   | Nil                                       | Nil                                       |
| (iii) No interest   | Nil                                       | Nil                                       |
| (iv) Interest below the rate as specified in Section 186 of Companies Act 2013 as applicable  | Nil                                       | Nil                                       |
| d. To Firms/Companies in which Directors are Interested (other than (A) and (B) above)  | Nil                                       | Nil                                       |
| e. Investments by the loanee in the shares of Parent Company and Subsidiary Company when the company has made a loan or advance in the nature of loan | Nil                                       | Nil                                       |

**M/S VIJI FINANCE LIMITED**

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

- 32 In the opinion of the management, all current assets, loans and advances would be realizable at least an amount equal to the amount at which they are stated in the Balance Sheet. Also there is no impairment of fixed assets.
- 33 During the year company has formed two 100% wholly owned subsidiaries.  
a. M/s S.L.Developers Pvt Ltd.  
b. M/s Viji Housing Finance Ltd.

**34 RELATED PARTY (As per Accounting Standard 18 - "Related Party Disclosures")**

(i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

| Nature of relationship  | Name of the related Party                 |
|---|---|
| Key Management Personnel (KMP)  | Manish Tambi (Whole Time Director)        |
|   | Ms. Stuti Sinha (Company Secretary)       |
|   | Siddhant Sharma (Chief Financial Officer) |
|   | Bhushan Tambe (Company Secretary)         |
|   | Surabhi Pawar (Company Secretary)         |
| Non Executive Director  | Vijay Kothari                             |
| Relative of Director  | Ms. Shilpa Kothari                        |
| Enterprises where key management personnel exercise significant influence | M/s. Arusri Homes                         |
| Wholly Owned Subsidiaries   | M/s. S.L.Developers Pvt Ltd.              |
|   | M/s. Viji Housing Finance Ltd.            |

(ii) Transactions during the year with related parties :

| Nature of Transaction      | KMP & their Relatives | Subsidiaries | Total        |
|----------------------------|-----------------------|--------------|--------------|
| Remuneration Paid          | 1,353,000             | -            | 1,353,000    |
|                            | (1,000,000)           | -            | (1,000,000)  |
| Interest Paid              | 590,267               | -            | 590,267      |
|                            | (626,898)             | -            | (626,898)    |
| Interest Received          | -                     | -            | -            |
|                            | (735,511)             | -            | (735,511)    |
| Unsecured Loan Outstanding | 22,619,006            | -            | 22,619,006   |
|                            | (10,511,221)          | -            | (10,511,221) |
| Advances given             | -                     | -            | -            |
|                            | (150,000)             | -            | (150,000)    |
| Investments                | -                     | 1,300,000    | 1,300,000    |
|                            | -                     | -            | -            |

Note: Figures in brackets indicate previous year figures.

(iii) Disclosure in Respect of Related Party Transactions during the year :

| Particulars                       | Relationship              | FY 16-17   | FY 15-16   |
|-----------------------------------|---------------------------|------------|------------|
| <b>Remuneration Paid</b>          |                           |            |            |
| Manish Tambi                      | KMP                       | 870,000    | 1,000,000  |
| Ms. Stuti Sinha                   | KMP                       | 198,000    | -          |
| Siddhant Sharma                   | KMP                       | 285,000    | -          |
| Bhushan Tambe                     | KMP                       | -          | 121,767    |
| Surabhi Pawar                     | KMP                       | -          | 20,000     |
| <b>Interest Paid</b>              |                           |            |            |
| Vijay Kothari                     | Non Executive Director    | 590,267    | 626,898    |
| <b>Interest Received</b>          |                           |            |            |
| M/s Aarushi Homes                 | KMP significant influence | -          | 735,511    |
| <b>Unsecured Loan Outstanding</b> |                           |            |            |
| Vijay Kothari                     | Non Executive Director    | 22,619,006 | 10,511,221 |
| <b>Advances Given</b>             |                           |            |            |
| Ms. Shilpa Kothari                | Relative of Director      | -          | 150,000    |
| <b>Investment</b>                 |                           |            |            |
| M/s S. L. Developers Pvt Ltd      | Wholly Owned Subsidiary   | 300,000    | -          |
| M/s Viji Housing Finance Ltd.     | Wholly Owned Subsidiary   | 1,000,000  | -          |





---

**M/S VIJI FINANCE LIMITED**

---

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

---

35

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

As per our report of even date

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

**For SPARK & Associates**

Chartered Accountants

FRN: 005313C

**Manish Tambi**

**Vijay Kothari**

Whole-time Director

Director

DIN : 00172883

DIN : 00172878

**Pankaj Kumar Gupta**

Partner

Membership No. 404644

**Stuti Sinha**

**Siddhant Sharma**

Company Secretary

Chief Financial Officer

Membership No. A42371

PAN : AIEPG8275H

30th May 2017, Indore

## INDEPENDENT AUDITOR'S REPORT

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

### **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of **Viji Finance Limited** ("A Holding Company") Registered and its subsidiary and associate (collectively referred to as 'the Company' or 'the Group'), which comprise the consolidated Balance Sheet as at **March 31, 2017**, and the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year ended **March 31, 2017** and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

### **Management's Responsibility for the Consolidated Financial Statements**

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

### **Auditor's Responsibility**

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

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

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



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

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

We did not audit the financial statements of 2 subsidiaries included in the consolidated financial results, whose consolidated financial statements reflect total assets of Rs. 43,28,106/- as at March 31, 2017; as well as the total revenue of Rs. 137607/- for year ended on that date. These financial statements and other financial information have been audited by other auditor whose reports have been furnished to us and our opinion on the quarterly and year ended financial results, to the extent they have been derived from such interim financial statements is based solely on the report of such other auditors.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India: of the consolidated state of affairs of the Group as at March 31, 2017 and its consolidated profit and its consolidated cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements:**

1. As required by section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) the consolidated balance sheet, the consolidated statement of profit and loss and the consolidated cash flow statement dealt with by this Report are in agreement with the books of account;
- d) in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) on the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in 'Annexure A';

- g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. There were no pending litigation as at 31<sup>st</sup> March 2017 which would impact the consolidated financial position of the group.
  - ii. The Group has made provisions in its consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses on long term contracts including derivative contracts.
  - iii. There are no amount which are required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India during the year ended 31<sup>st</sup> March 2017.
  - iv. the company had provided requisite disclosures in Note no. 13.1 to these consolidated financial statement as to holdings as well as dealing in specified bank note during the period from 8th November 2016 to 30th December 2016. Based on our audit procedures and relying on the management representation regarding the holding and nature of cash transactions, including Specified Bank Notes, we report that these disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the Management.

For: **SPARK& Associates**  
Chartered Accountants  
FRN:005313C

**Pankaj Kumar Gupta**  
Partner  
Membership No. 404644

Place: Indore  
Date: May 30<sup>th</sup>, 2017

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

Referred to in paragraph 2(f) of the Independent Auditors' Report of even date to the members of Viji Finance Limited on the consolidated financial statements for the year ended March 31, 2017.

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act**

1. We have audited the internal financial controls over financial reporting of Viji Finance Limited ("the Holding Company") as of March 31, 2017 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

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

### **Auditor's Responsibility**

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

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

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

We did not audit the internal financial control of 2 subsidiaries included in the consolidated financial results, These internal financial controls and other financial information have been audited by other auditor whose reports have been furnished to us and our opinion on the financial control, to the extent they have been derived from such interim financial statements is based solely on the report of such other auditors.

### **Meaning of Internal Financial Controls over Financial Reporting**

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

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31<sup>st</sup>, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SPARK & ASSOCIATES,  
Chartered Accountants,  
Firm Regd. No.- 005313C

Pankaj Kumar Gupta  
Partner  
Membership No. 404644

Place : Indore  
Date : 30<sup>th</sup> May 2017





**M/S VIJI FINANCE LIMITED**

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

CIN : L65192MP1994PLC008715

**CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2017**

|  | Notes | Current Year<br>31.03.2017 | (Amount in Rs.)<br>Previous Year<br>31.03.2016 |
|--|-------|----------------------------|--|
| <b>I EQUITY AND LIABILITIES</b>                      |       |                            |  |
| <b>(1) Shareholders' Funds</b>                       |       |                            |  |
| (a) Share Capital                                    | 2     | 75,000,000                 | 75,000,000                                     |
| (b) Reserves & Surplus                               | 3     | 12,998,369                 | 9,573,682                                      |
| <b>(2) Share Application Money Pending Allotment</b> |       |                            |  |
|  |       | -                          | -  |
| <b>(3) Non - Current Liabilities</b>                 |       |                            |  |
| (a) Long Term Borrowings                             | 4     | 7,845,567                  | -  |
| (b) Deferred Tax Liabilities                         | 5     | 115,126                    | 173,636  |
| (c) Other Long Term Liabilities                      |       | -                          | -  |
| (d) Long Term Provision                              |       | -                          | -  |
| <b>(4) Current Liabilities</b>                       |       |                            |  |
| (a) Short Term Borrowings                            | 6     | 22,619,006                 | 10,511,221                                     |
| (b) Short Term Provisions                            | 7     | 3,355,442                  | 3,912,355                                      |
| (c) Trade Payables                                   |       | -                          | -  |
| (d) Other Current Liabilities                        | 8     | 1,614,646                  | 1,022,427                                      |
| <b>Total Rs.</b>                                     |       | <b>123,548,156</b>         | <b>100,193,321</b>                             |
| <b>II ASSETS</b>                                     |       |                            |  |
| <b>(1) Non- Current Assets</b>                       |       |                            |  |
| (a) Fixed Assets                                     |       |                            |  |
| (i) Tangible Assets                                  | 9     | 3,442,675                  | 4,536,384                                      |
| (ii) Intangible Assets                               |       | -                          | -  |
| (b) Non Current Investments                          |       | -                          | -  |
| (c) Deferred Tax Asset                               |       | -                          | -  |
| (d) Long Term Loans and Advances                     | 10    | 108,458,311                | 89,994,998                                     |
| <b>(2) Current Assets</b>                            |       |                            |  |
| (a) Current Investments                              | 11    | 36,938                     | 309,106  |
| (b) Trade Receivables                                | 12    | 500,000                    | -  |
| (c) Cash & Cash Equivalents                          | 13    | 8,691,821                  | 4,971,472                                      |
| (d) Short Term Loans and Advances                    | 14    | 2,382,000                  | 344,950  |
| (e) Other Current Assets                             | 15    | 36,411                     | 36,411   |
| <b>Total Rs.</b>                                     |       | <b>123,548,156</b>         | <b>100,193,321</b>                             |
| Significant Accounting Policies                      | 1     |                            |  |
| Notes on Financial Statements                        | 1-34  |                            |  |

As per our report of even date

**For SPARK & Associates**

Chartered Accountants

FRN: 005313C

**Pankaj Kumar Gupta**

Partner

Membership No. 404644

PAN : AIEPG8275H

30th May 2017, Indore

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

**Manish Tambi**

Whole-time Director

DIN : 00172883

**Vijay Kothari**

Director

DIN : 00172878

**Stuti Sinha**

Company Secretary

Membership No. A42371

**Siddhant Sharma**

Chief Financial Officer

**M/S VIJI FINANCE LIMITED**

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

CIN : L65192MP1994PLC008715

**CONSOLIDATED STATEMENT OF PROFIT & ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017**

|  | Notes            | Current Year<br>31.03.2017 | (Amount in Rs.)<br>Previous Year<br>31.03.2016 |
|--|------------------|----------------------------|--|
| I Revenue from Operations                                    | 16               | 17,179,424                 | 13,302,538                                     |
| II Other Income  | 17               | 9,620                      | 400,968  |
| <b>III Total Revenue</b>                                     | <b>(I+II)</b>    | <b>17,189,044</b>          | <b>13,703,506</b>                              |
| <b>IV. Expenses</b>  |                  |                            |  |
| Purchases  |                  | -                          | -  |
| Changes in Inventories                                       |                  | -                          | -  |
| Employee Benefit Expenses                                    | 18               | 1,563,100                  | 1,381,767                                      |
| Finance Cost   | 19               | 735,355                    | 627,989  |
| Depreciation and amortization expenses                       | 9                | 478,498                    | 513,672  |
| Other Expenses   | 20               | 5,054,133                  | 5,449,933                                      |
| <b>Total Expenses</b>  |                  | <b>7,831,086</b>           | <b>7,973,361</b>                               |
| V. Profit before exceptional and extraordinary items and tax | (III-IV)         | <b>9,357,958</b>           | <b>5,730,145</b>                               |
| VI. Exceptional Items  |                  | -                          | -  |
| VII. Profit before extraordinary items and tax               | (V-VI)           | <b>9,357,958</b>           | <b>5,730,145</b>                               |
| VIII. Extraordinary Items                                    |                  | -                          | -  |
| IX. Profit Before Tax  | (VII-VIII)       | <b>9,357,958</b>           | <b>5,730,145</b>                               |
| X. Tax Expenses  |                  |                            |  |
| (1) Current Year Tax   |                  | 3,082,247                  | 1,980,478                                      |
| (2) Earlier Year Tax   |                  | 134,103                    | 228,781  |
| (2) Deferred Tax   | 5                | (58,510)                   | 78,342   |
| XI. Profit(Loss) from the continuing operations              | (IX-X)           | <b>6,200,118</b>           | <b>3,442,544</b>                               |
| XII. Profit/(Loss) for the period                            | <b>Total Rs.</b> | <b>6,200,118</b>           | <b>3,442,544</b>                               |
| XIII. Earning per Equity Share:                              | 21               |                            |  |
| (1) Basic  |                  | 0.083                      | 0.046  |
| (2) Diluted  |                  | 0.083                      | 0.046  |
| Significant Accounting Policies                              |                  |                            |  |
| Notes on Financial Statements                                | 1-34             |                            |  |

As per our report of even date

**For SPARK & Associates**

Chartered Accountants

FRN: 005313C

**Pankaj Kumar Gupta**

Partner

Membership No. 404644

PAN : AIEPG8275H

30th May 2017, Indore

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

**Manish Tambi**

Whole-time Director

DIN : 00172883

**Stuti Sinha**

Company Secretary

Membership No. A42371

**Vijay Kothari**

Director

DIN : 00172878

**Siddhant Sharma**

Chief Financial Officer

**M/S VIJI FINANCE LIMITED**

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

CIN NO: L65192MP1994PLC008715

**CASH FLOW STATEMENT**

| Particulars  | (Amount in Rs.)                      |                                      |
|--|--------------------------------------|--------------------------------------|
|  | For the year ended<br>31 March, 2017 | For the year ended<br>31 March, 2016 |
| <b>A. Cash flow from operating activities</b>                                |                                      |                                      |
| Net Profit / (Loss) before extraordinary items and tax                       | 9,357,958                            | 5,730,145                            |
| <b>Adjustments for:</b>  |                                      |                                      |
| Depreciation   | 478,498                              | 513,672                              |
| (Profit) / Loss on sale of Investment  | 8,589                                | (353,123)                            |
| (Profit) / Loss on sale of Fixed Assets                                      | 35,625                               | 874,332                              |
| Previous year income tax paid  | (134,103)                            | (228,781)                            |
| Interest Paid  | 705,087                              | 627,989                              |
| Provision for standard assets  | 54,966                               | 4,842                                |
| Provision for loss on Investment   | 1,236                                | -                                    |
| Income Tax Provision   | (3,034,397)                          | (1,980,478)                          |
| Operating profit / (loss) before working capital changes                     | (1,884,499)                          | (541,547)                            |
| <b>Changes in working capital:</b>   |                                      |                                      |
| <b>Adjustments for (increase) / decrease in operating assets:</b>            |                                      |                                      |
| Short-term loans and advances  | 525,950                              | (212,670)                            |
| Long-term loans and advances   | (18,463,313)                         | (2,628,968)                          |
| <b>Adjustments for increase / (decrease) in operating liabilities:</b>       |                                      |                                      |
| Other Long Term Liabilities  | (268,720)                            | -                                    |
| Other current liabilities  | 559,969                              | 499,769                              |
| Current Assets   | -                                    | 164,210                              |
| Short-term provisions  | 322,566                              | (621,949)                            |
| Cash generated from operations   | 613,816                              | 42,030                               |
| Net income tax (paid) / refunds  | (9,850,088)                          | 2,388,990                            |
| Net cash flow from / (used in) operating activities (A)                      | (1,011,839)                          | -                                    |
| <b>B. Cash flow from investment activities</b>                               |                                      |                                      |
| Fixed Asset (increase)/decrease  | (3,520,414)                          | (4,556,673)                          |
| Proceeds from sale of Fixed Asset  | 4,100,000                            | 1,000,000                            |
| Investment in equity shares  | 270,932                              | 744,126                              |
| Profit / (loss) on sale of investment  | (8,589)                              | 353,123                              |
| Non Current Investment   | (300,000)                            | -                                    |
| Net cash flow from / (used in) investment activities (B)                     | 541,929                              | (2,459,424)                          |
| <b>C. Cash flow from financing activities</b>                                |                                      |                                      |
| Finance Cost   | (705,087)                            | (627,989)                            |
| Dividend Paid  | (750,000)                            | (2,250,000)                          |
| Tax on Dividend  | (152,682)                            | (458,047)                            |
| Long term Borrowing  | 3,457,092                            | -                                    |
| Short term borrowings  | 12,107,785                           | 6,033,890                            |
| Net cash flow from / (used in) financing activities (C)                      | 13,957,108                           | 2,697,854                            |
| Net increase/decrease in cash and cash equivalents (A+B+C)                   | 13,957,108                           | 2,697,854                            |
| Cash and cash equivalent at the beginning of the year                        | 3,637,109                            | 2,627,420                            |
| Cash and cash equivalent at the beginning of the year of Subsidiary          | 4,971,472                            | 2,344,052                            |
| Cash and cash equivalent at the end of the year                              | 83,240                               | -                                    |
| Cash and cash equivalent at the end of the year                              | 8,691,821                            | 4,971,472                            |
| <b>Components of Cash and Cash Equivalents at the end of the year/period</b> |                                      |                                      |
| Cash in hand   | 1,763,199                            | 382,739                              |
| Balance with scheduled banks   |                                      |                                      |
| Current account  | 6,274,368                            | 3,995,177                            |
| Earmarked Balance Dividend Account   | 654,254                              | 593,556                              |
| <b>Total</b>   | 8,691,821                            | 4,971,472                            |

As per our report of even date

**For SPARK & Associates**

Chartered Accountants

FRN: 005313C

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

**Manish Tambi**

Whole-time Director

DIN No: 00172883

**Vijay Kothari**

Director

DIN No: 00172878

**Pankaj Kumar Gupta**

Partner

Membership No. 404644

PAN No. AIEPG8275H

**Stuti Sinha**

Company Secretary

Membership No. A42371

**Siddhant Sharma**

Chief Financial Officer

30th May 2017, Indore

## 1. SIGNIFICANT ACCOUNTING POLICIES

### 1.1 Basis of Accounting and Preparation of Financial Statements:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 ("the 2013 Act") in terms of General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the 2013 Act, as applicable.

The consolidated financial statements related to Viji Finance Limited (the Company) and its wholly owned subsidiaries. The consolidated financial statements have been prepared on the following basis:

The consolidated financial statements of the company and its subsidiaries are based on the respective financial statements duly certified by the Auditors/Management estimates of the respective companies. Line by line like items of assets, liabilities, income and expenses of the respective financial statements has been added to consolidated financial statements. Intra-group balances, intra-group transactions if any have been eliminated. Associate companies are consolidated on the basis of under the equity method as per Accounting Standard - 23. (i.e. Accounting for Investments in Associates in Consolidated Financial Statements)

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible.

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

### 1.2 Use of Estimates

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

### 1.3 Revenue recognitions

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

### 1.4 Fixed Assets

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

### **1.5 Depreciation / Amortization**

Deprecation on tangible assets has been charged on S.L.M. as prescribed under the Companies Act. 2013.

### **1.6 Investments**

Current Investments are valued at cost and non-current investments are valued on cost or market price whichever is lower.

### **1.7 Taxation**

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

#### **Deferred taxation**

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

### **1.8 Impairment of Assets**

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

### **1.9 Provisions, Contingent Liabilities & Contingent Assets**

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

**M/S VIJI FINANCE LIMITED**

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

|   | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|---|----------------------------|-----------------------------|
| <b>2 SHARE CAPITAL</b>  |                            |                             |
| <b>AUTHORISED CAPITAL :</b>   |                            |                             |
| 11,00,00,000 Equity Shares of Rs. 1/- each                            | 110,000,000                | 110,000,000                 |
| (1,10,00,000 Equity Shares of Rs. 10/- each)                          |                            |                             |
| <b>ISSUED, SUBSCRIBED, PAID UP CAPITAL :</b>                          |                            |                             |
| 7,50,00,000 Equity Shares of Rs. 1 each fully paid up.                | 75,000,000                 | 75,000,000                  |
| ( Previous Year 75,00,000 Equity Shares of Rs. 10 each fully paid up) |                            |                             |
| <b>Total Rs.</b>  | <b>75,000,000</b>          | <b>75,000,000</b>           |

**2.1 The reconciliation of the number of shares outstanding is set out below :**

| Particulars  | As at 31st March 2017 |                   | As at 31st March 2016 |                   |
|--|-----------------------|-------------------|-----------------------|-------------------|
|  | No. of Shares         | Amount            | No. of Shares         | Amount            |
| Equity Shares at the beginning of the year   | 7,500,000             | 75,000,000        | 7,500,000             | 75,000,000        |
| Add : Shares issued through allotment Bonus  | -                     | -                 | -                     | -                 |
| Less : Shares buy back of during the year  | -                     | -                 | -                     | -                 |
| Add : Sub-division of equity shares having face value of 10 per share into ten equity shares having face value of Re. 1 per share (Refer Note 2.2) | 67,500,000            | -                 | -                     | -                 |
| <b>Equity Shares at the end of the year</b>  | <b>75,000,000</b>     | <b>75,000,000</b> | <b>7,500,000</b>      | <b>75,000,000</b> |

- 2.2** The Board of Directors of the Holding Company at its meeting held on September 9, 2016 has approved the sub-division of equity shares of the Company having a face value of ₹10 per share into 10 equity shares having a face value of Re. 1 each. This has been approved by the shareholders at their meeting held on October 8, 2016. Accordingly, number of equity shares under the Authorised, Issued, Subscribed and Paid-up capital have been increased.

**2.3 Details of Shareholders holding more than 5 % shares:**

| Name of Shareholder | As at 31st March 2017 |        | As at 31st March 2016 |        |
|---------------------|-----------------------|--------|-----------------------|--------|
|                     | No. of shares         | % held | No. of shares         | % held |
| Vijay Kothari       | 41,635,932            | 55.51% | 4201900               | 56.03% |
| Shilpa Kothari      | 13,143,500            | 17.52% | 1314350               | 17.52% |

**2.4 Terms/rights attached to equity shares:**

The company has only one class of equity shares having a par value of Rs. 1 per share (31st March 2016 : Rs. 10/- per share). Each holder of equity shares is entitled to one vote per share. The dividend, in case proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

|                                  | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|----------------------------------|----------------------------|-----------------------------|
| <b>3 RESERVES &amp; SURPLUS</b>  |                            |                             |
| <b>(a) Statutory Reserve</b>     |                            |                             |
| Opening Balance                  | 4,524,929                  | 3,836,420                   |
| Add: Transferred during the year | 1,212,502                  | 688,509                     |
| Closing Balance (a)              | 5,737,431                  | 4,524,929                   |
| <b>(b) Security Premium</b>      |                            |                             |
| Closing Balance (b)              | 4,500,000                  | 4,500,000                   |



**M/S VIJI FINANCE LIMITED**

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

**(c) Surplus**

|   |                             |                  |
|---|-----------------------------|------------------|
| Opening balance   | 548,753                     | 502,765          |
| (-) Wholly owned subsidiary company loss (refer note 3.2) | (1,872,749)                 | -                |
| (+) Net Profit For the year                               | 6,200,118                   | 3,442,544        |
| (-) Transferred to Statutory 20% Reserve                  | (1,212,502)                 | (688,509)        |
| (-) Proposed Dividends                                    | (750,000)                   | (2,250,000)      |
| (-) Dividend Distribution Tax.                            | (152,682)                   | (458,047)        |
| Closing Balance (c)                                       | 2,760,938                   | 548,753          |
| <b>Closing Balance (A + B + C)</b>                        | <b>Total Rs. 12,998,369</b> | <b>9,573,682</b> |

**3.1 Statutory Reserve :**

Statutory Reserve represents the Reserve Fund created under Section 45 IC of the Reserve Bank of India Act, 1934. An amount of Rs. 12,12,502/- representing 20% of Net Profit is transferred to the Fund for the year (Previous Year: Rs. 6,88,509/- ). No appropriation was made from the Reserve Fund during the year.

**3.2 During the year company has purchased M/s S.L.Developers Pvt Ltd as wholly owned subsidiary and opening balance of Reserve and Surplus accounts of the subsidiary has been treated accordingly.**

**4 LONG - TERM BORROWINGS**

|                                      | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|--------------------------------------|----------------------------|-----------------------------|
| Secured loan                         |                            |                             |
| Toyota Finance Services India Ltd.*  | 3,165,871                  | -                           |
| Unsecured loans from related party # |                            |                             |
| Vijay Kothari (Director)             | 728,785                    | -                           |
| Unsecured loans from others #        |                            |                             |
| Panjon Pharma Limited                | 3,710,911                  | -                           |
| Herbes and Health Makers (I) Limited | 240,000                    | -                           |
| <b>Total Rs.</b>                     | <b>7,845,567</b>           | <b>-</b>                    |

\* Secured by hypothecation of a vehicle. The loan is repayable in 60 equal monthly installments commencing from 20-Dec-2016 to 20-Nov-2021. The interest rate is 10.49 % p.a. The term loan includes current maturity of Rs. 5,59,535/- (previous Year : Nil).

# Unsecured loans are interest free.

**5 Deferred Tax Liabilities :**

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

| Particulars                                      | 31-Mar-17      | 31-Mar-16      |
|--|----------------|----------------|
| <b>Tax on Timing Difference on account of :-</b> |                |                |
| Depreciation on fixed assets                     | 115,126        | 173,636        |
| Other Items                                      | -              | -              |
| <b>Total Deferred Tax Liability</b>              | <b>115,126</b> | <b>173,636</b> |

**6 SHORT - TERM BORROWINGS**

|                                      | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|--------------------------------------|----------------------------|-----------------------------|
| Unsecured loans from related parties |                            |                             |
| Vijay Kothari (Director)             | 22,619,006                 | 10,511,221                  |
| <b>Total Rs.</b>                     | <b>22,619,006</b>          | <b>10,511,221</b>           |

\* Interest rate is 8% p.a.

**M/S VIJI FINANCE LIMITED**

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

|   | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|---|----------------------------|-----------------------------|
| <b>7 <u>SHORT TERM PROVISIONS</u></b>               |                            |                             |
| Provision for Audit Fees                            | 105,302                    | 28,625                      |
| Provision for Income Tax (net of Advance Tax & TDS) | 2,070,408                  | 953,599                     |
| Proposed Dividend                                   | 750,000                    | 2,250,000                   |
| Dividend Distribution Tax                           | 152,682                    | 458,047                     |
| Provision on Standard Assets                        | 277,050                    | 222,084                     |
| <b>Total Rs.</b>                                    | <b>3,355,442</b>           | <b>3,912,355</b>            |

|   | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|---|----------------------------|-----------------------------|
| <b>8 <u>OTHER CURRENT LIABILITY</u></b> |                            |                             |
| Other Current Liabilities               | 295,498                    | 236,050                     |
| Service Tax Payable                     | 623,641                    | 180,847                     |
| Professional Tax Payable                | 624                        | -                           |
| TDS Payables                            | 40,629                     | 11,974                      |
| Unpaid Dividend                         |                            |                             |
| (a) Unpaid dividend (10-11)             | 44,360                     | 44,360                      |
| (b) Unpaid dividend (11-12)             | 105,240                    | 105,240                     |
| (c) Unpaid dividend (12-13)             | 198,310                    | 198,310                     |
| (d) Unpaid dividend (13-14)             | 142,717                    | 142,967                     |
| (e) Unpaid dividend (14-15)             | 97,879                     | 102,679                     |
| (f) Unpaid dividend (15-16)             | 65,748                     | -                           |
| <b>Total Rs.</b>                        | <b>1,614,646</b>           | <b>1,022,427</b>            |

|   | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|---|----------------------------|-----------------------------|
| <b>10 <u>LONG TERM LOANS &amp; ADVANCES</u></b>         |                            |                             |
| ( Unsecured, considered good, unless otherwise stated ) |                            |                             |
| Security Deposits                                       | 1,020,000                  | 1,020,000                   |
| Other loans and advances- Business Advances             | 107,438,311                | 88,974,998                  |
| <b>Total Rs.</b>  | <b>108,458,311</b>         | <b>89,994,998</b>           |

|   | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|---|----------------------------|-----------------------------|
| <b>11 <u>CURRENT INVESTMENT</u></b>                                   |                            |                             |
| <b>Investment In Equity Instrument (Quoted &amp; Fully Paid Up) :</b> |                            |                             |
| Investment In Shares *  |                            |                             |
| <b>Name of the Body Corporate</b>                                     | <b>No. of Shares</b>       |                             |
|   | <b>2016-17</b>             | <b>2015-16</b>              |
| i Shi Adhikari Brothers Network Limited (face value Rs. 10)           | 0                          | 100                         |
| ii Choksi Laboratories Limited (face value Rs. 10)                    | 100                        | 100                         |
| iii Moser Bear India Limited (face value Rs. 10)                      | 1000                       | 1000                        |
| iv Reliance Industries limited (face value Rs. 10)                    | 10                         | 10                          |
| v. Vaswani Industries Limited (face value Rs. 10)                     | 5000                       | 5000                        |
| vi. Vikas Ecotech Limited (face value Rs. 1)                          | 0                          | 15000                       |
| <b>Total Rs.</b>  | <b>36,938</b>              | <b>309,106</b>              |

\* Market Value of quoted Equity Investment as on 31-MAR-2017 is Rs. 68,877/- (Previous Year Rs 3,19,213/- )

\* Current investments are valued at cost or market price whichever is lower

**M/S VIJI FINANCE LIMITED**

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

**9 FIXED ASSETS**

| S.No. | Particulars                               | Gross Block                |                             |                             |  |                            | Accumulated Depreciation    |                            |                                  |                                |                | Net Block                   |                             |
|-------|---|----------------------------|-----------------------------|-----------------------------|--|----------------------------|-----------------------------|----------------------------|----------------------------------|--------------------------------|----------------|-----------------------------|-----------------------------|
|       |   | Balance as at 1 April 2016 | Additions During the Period | Deletions during the Period | Acquired through business combinations | Revaluations/ (Impairment) | Balance as at 31 March 2016 | Balance as at 1 April 2016 | Depreciation charge for the year | Adjustment due to revaluations | On disposals   | Balance as at 31 March 2017 | Balance as at 31 March 2016 |
| 1     | <b>Tangible Assets (Not Under Leases)</b> |                            |                             |                             |  |                            |                             |                            |                                  |                                |                |                             |                             |
| 1     | Vehicle                                   | 4550073                    | 3,520,414                   | (4,550,073)                 | -                                      | -                          | 3520414                     | 136240                     | 417991                           | -                              | 414,440        | 136790                      | 3080424                     |
| 2     | Computer                                  | 106550                     | -                           | -                           | -                                      | -                          | 106550                      | 139344                     | 44307                            | -                              | -              | 183722                      | 12828                       |
| 3     | Office Equipment                          | 86355                      | -                           | -                           | -                                      | -                          | 86355                       | 21002                      | 16130                            | -                              | -              | 37132                       | 40223                       |
|       | <b>Total</b>                              | <b>4,932,978</b>           | <b>3,520,414</b>            | <b>(4,550,073)</b>          | <b>-</b>                               | <b>-</b>                   | <b>3,803,319</b>            | <b>296,586</b>             | <b>478,498</b>                   | <b>-</b>                       | <b>414,440</b> | <b>360,644</b>              | <b>3,442,675</b>            |
|       | Previous year                             | 1,438,305                  | 4,556,673                   | (3,162,991)                 | -                                      | -                          | 4,832,978                   | 1,970,588                  | 515,672                          | 6,428                          | 1,247,668      | 296,594                     | 4,536,384                   |

**12 TRADE RECEIVABLE**

**More than 6 months**

Secured  
Unsecured considered good

**Others**

Secured  
Unsecured considered good

**Total Rs.**

| Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|----------------------------|-----------------------------|
| -                          | -                           |
| -                          | -                           |
| -                          | -                           |
| 500,000                    | -                           |
| <b>500,000</b>             | <b>-</b>                    |

**13 CASH & BANK BALANCES**

Cash In Hand

Balances With Scheduled Banks :

- In Current Accounts

Balance with Banks in Earmarked Account:

- Earmarked Balance Dividend Account

**Total Rs.**

| Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|----------------------------|-----------------------------|
| 1,763,199                  | 382,739                     |
| 6,274,368                  | 3,995,177                   |
| 654,254                    | 593,556                     |
| <b>8,691,821</b>           | <b>4,971,472</b>            |

- 13.1 During the year, the Company had specified bank notes or other denomination note and the details of Specified Bank Notes (SBN) held and transacted during the period from 8 November 2016 to 30 December 2016 is given below:

| Particulars                                  | SBNs        | Other denomination notes | Total            |
|--|-------------|--------------------------|------------------|
| Closing cash in hand as on 8-11-2016         | 1,700,000   | 1,202,227                | 2,902,227        |
| (+) Permitted receipts                       | -           | 250,000                  | 250,000          |
| (-) Permitted payments                       | -           | (135,995)                | (135,995)        |
| (-) Amount deposited in Banks                | (1,700,000) | -                        | (1,700,000)      |
| <b>Closing cash in hand as on 30-12-2016</b> | <b>-</b>    | <b>1,316,232</b>         | <b>1,316,232</b> |

For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

**14 SHORT TERM LOANS & ADVANCES**

( Unsecured, considered good, unless otherwise stated )

Loans and advances to related parties \*

- Ms. Shilpa Kothari

Other Advances \*

Prepaid Expenses

**Total Rs.**

| Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|----------------------------|-----------------------------|
| -                          | 150,000                     |
| 2,382,000                  | 149,800                     |
| -                          | 45,150                      |
| <b>2,382,000</b>           | <b>344,950</b>              |

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

**15 OTHER CURRENT ASSETS**

TDS Receivable

**Total Rs.**

| Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|----------------------------|-----------------------------|
| 36,411                     | 36,411                      |
| <b>36,411</b>              | <b>36,411</b>               |

**M/S VIJI FINANCE LIMITED**

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

|             |   | Current Year<br>31.03.2017 | Previous Year<br>31.03.2016 |
|-------------|---|----------------------------|-----------------------------|
| <b>16</b>   | <b><u>REVENUE FROM OPERATION</u></b>                |                            |                             |
|             | Interest  | 10,594,635                 | 10,577,538                  |
|             | Financial Commission                                | 4,219,289                  | 2,725,000                   |
|             | Income from Consultancy                             | 2,000,000                  | -                           |
|             | Contract Receipt                                    | 365,500                    | -                           |
|             | <b>Total Rs.</b>                                    | <b>17,179,424</b>          | <b>13,302,538</b>           |
| <b>17</b>   | <b><u>OTHER INCOME</u></b>                          |                            |                             |
|             | Profit on sale of Investments                       | -                          | 353,123                     |
|             | Other Income  | 9,620                      | 47,845                      |
|             | <b>Total Rs.</b>                                    | <b>9,620</b>               | <b>400,968</b>              |
| <b>18</b>   | <b><u>EMPLOYEES REMUNERATION &amp; BENEFITS</u></b> |                            |                             |
|             | Salary, Wages & Incentive                           | 693,100                    | 381,767                     |
|             | Director Remuneration                               | 870,000                    | 1,000,000                   |
|             | <b>Total Rs.</b>                                    | <b>1,563,100</b>           | <b>1,381,767</b>            |
| <b>18.1</b> | <b>Details of Director's Remuneration:</b>          |                            |                             |
|             | <b>Whole Time Director</b>                          |                            |                             |
|             | - Salary  | 870,000                    | 1,000,000                   |
|             | <b>Total Rs.</b>                                    | <b>870,000</b>             | <b>1,000,000</b>            |
| <b>19</b>   | <b><u>FINANCE COST</u></b>                          |                            |                             |
|             | Interest expenses                                   | 710,085                    | 626,898                     |
|             | Bank Charges  | 16,791                     | 850                         |
|             | Interest on TDS                                     | 8,479                      | 241                         |
|             | <b>Total Rs.</b>                                    | <b>735,355</b>             | <b>627,989</b>              |
| <b>20</b>   | <b><u>OTHER EXPENSES</u></b>                        |                            |                             |
|             | Advertisement Expenses                              | 78,136                     | 73,850                      |
|             | Audit Fee   | 77,250                     | 26,875                      |
|             | Electrical Expenses                                 | 13,270                     | 75,679                      |
|             | Membership Fees                                     | 22,325                     | -                           |
|             | Listing Fees  | 1,175,105                  | 312,996                     |
|             | Consultancy Charges                                 | 700,518                    | 484,193                     |
|             | Demat Charges                                       | 989                        | -                           |
|             | Postages Expenses                                   | 56,567                     | 21,527                      |
|             | Office Expenses                                     | 12,371                     | 37,143                      |
|             | Rent Expenses                                       | 1,422,750                  | 2,648,005                   |
|             | Loss on sale of Investments                         | 8,589                      | -                           |
|             | Stationery & Printing Expenses                      | 89,161                     | 113,057                     |
|             | Professional Tax                                    | 2,500                      | 2,500                       |
|             | Travelling Expenses                                 | -                          | 413,664                     |

**M/S VIJI FINANCE LIMITED**

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

|                                   |                  |                  |
|-----------------------------------|------------------|------------------|
| Vehicle running & Maintenance     | 105,501          | 113,534          |
| ROC Filing Fees                   | 17,800           | 16,200           |
| Repairs & Maintenance             | -                | 6,000            |
| Staff & Welfare Expenses          | 3,411            | 14,109           |
| Insurance Expenses                | -                | 89,137           |
| Telephone Expenses                | 87,601           | 114,592          |
| Provision on Standard Assets      | 54,966           | 4,842            |
| Loss on sale of vehicle           | 35,625           | 874,332          |
| Web Exp.                          | 29,900           | -                |
| Provision on loss of Investment   | 1,236            | -                |
| News Paper & Periodicals Expenses | 3,972            | 7,698            |
| Company formation expenses        | 1,054,590        | -                |
| <b>Total Rs.</b>                  | <b>5,054,133</b> | <b>5,449,933</b> |

**a Details of Auditor's Remuneration**

|                     | 2016-17       | 2015-16       |
|---------------------|---------------|---------------|
| Statutory Audit Fee | 67,250        | 22,900        |
| Tax Audit fee       | 10,000        | 5,725         |
| <b>Total Rs.</b>    | <b>77,250</b> | <b>28,625</b> |

**21 EARNINGS PER SHARE (EPS)**

|  | 2016-17    | 2015-16       |
|--|------------|---------------|
| i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs) | 6,200,118  | 3,442,544     |
| ii) Weighted Average number of equity shares used as denominator for calculating EPS                 | 75,000,000 | 7,50,00,000 * |
| iii) Basic and Diluted Earnings per share  | 0.083      | 0.046         |
| iii) Nominal value of an equity share  | 1.00       | 1.00          |

\* Adjusted for subdivision of equity shares. Refer Note 2 (2)

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

23 The Board of holding company has been recommended a dividend @ 1% i.e. Rs. 0.01 per equity share of Rs. 1/-each for the financial year ended March 31, 2017, subject to the approval of shareholders in the ensuing Annual General Meeting.

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

25 Assets classification & Provision there on: -

|                    | 2016-17            |                | 2015-16           |                |
|--------------------|--------------------|----------------|-------------------|----------------|
|                    | Classification     | Provision      | Classification    | Provision      |
| Standard Assets    | 107,438,311        | 277,050        | 88,974,998        | 222,084        |
| Substandard Assets | -                  | -              | -                 | -              |
| Doubtful Assets    | -                  | -              | -                 | -              |
| Loss Assets        | -                  | -              | -                 | -              |
| <b>Total</b>       | <b>107,438,311</b> | <b>277,050</b> | <b>88,974,998</b> | <b>222,084</b> |

26 Additional information pursuant to provisions of paragraph 5 of schedule III of the Companies Act, 2013.  
Expenditure incurred in foreign currency during the year Nil  
CIF Value of Imports of Capital Goods Nil

**M/S VIJI FINANCE LIMITED**

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

27 Retirement Benefits: Accounting Standard - 15 "Employees Benefits" not applicable

28 Contingent Liabilities: NIL

29 **SEGMENT REPORTING**

Segment information for the year ended March 31 2017. Primary segment information (by Business segment)

|   | Particulars   | Finance            | Realities        | Total              |
|---|---|--------------------|------------------|--------------------|
| a | <b>Segment Revenue</b>                              |                    |                  |                    |
|   | External  | <b>16,823,544</b>  | <b>365,500</b>   | <b>17,189,044</b>  |
|   |   | 13,703,506         | -                | 13,703,506         |
|   | Inter-Segment                                       | -                  | -                | -                  |
|   |   | -                  | -                | -                  |
|   | Total Revenue                                       | <b>16,823,544</b>  | <b>365,500</b>   | <b>17,189,044</b>  |
|   |   | 13,703,506         | -                | 13,703,506         |
| b | <b>Segment Result</b>                               | <b>9,810,053</b>   | <b>243,447</b>   | <b>10,053,500</b>  |
|   |   | 6,357,043          | -                | 6,357,043          |
|   | Less: Unallocated Expenses                          | -                  | -                | -                  |
|   |   | -                  | -                | -                  |
|   | Operating Profit                                    | <b>9,810,053</b>   | <b>243,447</b>   | <b>10,053,500</b>  |
|   |   | 6,357,043          | -                | 6,357,043          |
|   | Interest Expenses                                   | <b>695,542</b>     | -                | <b>695,542</b>     |
|   |   | 626,898            | -                | 626,898            |
|   | Profit before Tax                                   | <b>9,114,511</b>   | <b>243,447</b>   | <b>9,357,958</b>   |
|   |   | 5,730,145          | -                | 5,730,145          |
|   | Net Profit after Tax                                | <b>6,062,511</b>   | <b>195,597</b>   | <b>6,258,108</b>   |
|   |   | 3,442,544          | -                | 3,442,544          |
| c | <b>Segment Assets</b>                               | <b>121,819,504</b> | <b>3,289,346</b> | <b>125,108,850</b> |
|   |   | 100,193,321        | -                | 100,193,321        |
|   | Unallocated Corporate Asset                         | -                  | -                | -                  |
|   |   | -                  | -                | -                  |
|   | Total Assets  | <b>121,819,504</b> | <b>3,289,346</b> | <b>125,108,850</b> |
|   |   | 100,193,321        | -                | 100,193,321        |
| d | <b>Segment Liabilities</b>                          | <b>31,143,983</b>  | <b>4,666,498</b> | <b>35,810,481</b>  |
|   |   | 15,619,639         | -                | 15,619,639         |
|   | Unallocated Corporate Liabilities                   | -                  | -                | -                  |
|   |   | -                  | -                | -                  |
|   | Total Liabilities                                   | <b>31,143,983</b>  | <b>4,666,498</b> | <b>35,810,481</b>  |
|   |   | 15,619,639         | -                | 15,619,639         |
| e | <b>Capital Expenditure</b>                          | <b>3,520,414</b>   | -                | <b>3,520,414</b>   |
|   |   | 4,556,673          | -                | 4,556,673          |
|   | Unallocated Capital Expenditure                     | -                  | -                | -                  |
|   |   | -                  | -                | -                  |
|   | Total Expenditure                                   | <b>3,520,414</b>   | -                | <b>3,520,414</b>   |
|   |   | 4,556,673          | -                | 4,556,673          |
| f | <b>Depreciation</b>                                 | <b>478,498</b>     | -                | <b>478,498</b>     |
|   |   | 513,672            | -                | 513,672            |
|   | Unallocated Depreciation                            | -                  | -                | -                  |
|   |   | -                  | -                | -                  |
|   | Total Depreciation                                  | <b>478,498</b>     | -                | <b>478,498</b>     |
|   |   | 513,672            | -                | 513,672            |
| g | <b>Non-cash Expenditure Other than Depreciation</b> | <b>41,906</b>      | -                | <b>41,906</b>      |
|   |   | 526,051            | -                | 526,051            |

Note : Figures in italic shows previous year figures



- 30 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates:

| Name of the Enterprises      | Net Assets i.e. total assets minus total liabilities |             | Share in profit & loss            |           |
|------------------------------|--|-------------|-----------------------------------|-----------|
|                              | As % of consolidated net assets                      | Amount      | As % of consolidate profit & loss | Amount    |
| <b>Holding</b>               |  |             |                                   |           |
| Viji Finance Limited         | 100.49%  | 89,733,511  | 97.78%                            | 6,062,511 |
| <b>Subsidiary</b>            |  |             |                                   |           |
| Viji Housing Finance Limited | 1.05%  | 942,010     | -0.94%                            | (57,990)  |
| S.L.Developers Pvt Ltd       | -1.54%   | (1,377,152) | 3.15%                             | 195,597   |

**Statement relating to subsidiary companies (Part A):**

| Particulars                   | For the year ended 31 March, 2017 |                       |
|-------------------------------|-----------------------------------|-----------------------|
|                               | Viji Housing Finance Ltd          | SL Developers Pvt Ltd |
| Shares held in company %      | 100%                              | 100%                  |
| Capital                       | 1,000,000                         | 300,000               |
| Reserve & Surplus             | -57,990                           | -1,677,152            |
| Total Assets                  | 1,038,760                         | 3,289,346             |
| Total Liabilities             | 96,750                            | 4,666,498             |
| Total Income                  | 750,000                           | 365,500               |
| Total Expenditure             | 1,068,684                         | 122,053               |
| Profit/(loss) before Taxation | -318,684                          | 243,447               |
| Provision for Taxation        | -260,694                          | 47,850                |
| Profit/(loss) after Taxation  | -57,990                           | 195,597               |
| Proposed Dividend and Tax     | -                                 | -                     |

**Note:**

- Subsidiary has common year end of March 31, 2017 and common accounting policies, hence no additional information under Section 129(3) read with rule 5 has been disclosed.
- Both subsidiaries have been formed in current year hence previous year figures are not available.

**Statement relating to associate company (Part B): Not Applicable**

- 31 Details of amounts due to Micro, Small and Medium Enterprise under the head current liabilities, based on the information available with the Company and relied upon by the auditors- Nil (Previous Year - Nil).
- 32 In the opinion of the management, all current assets, loans and advances would be realizable at least an amount equal to the amount at which they are stated in the Balance Sheet. Also there is no impairment of fixed assets.
- 33 **RELATED PARTY (As per Accounting Standard 18 - "Related Party Disclosures")**
- (i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

| Nature of relationship  | Name of the related Party                 |
|---|---|
| Key Management Personnel (KMP)  | Manish Tambi (Whole Time Director)        |
|   | Ms. Stuti Sinha (Company Secretary)       |
|   | Siddhant Sharma (Chief Financial Officer) |
|   | Bhushan Tambe (Company Secretary)         |
|   | Surabhi Pawar (Company Secretary)         |
| Non Executive Director  | Vijay Kothari                             |
| Relative of Director  | Ms. Shilpa Kothari                        |
| Enterprises where key management personnel exercise significant influence | M/s. Arusri Homes                         |

**M/S VIJI FINANCE LIMITED**

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

(ii) Transactions during the year with related parties :

| Nature of Transaction      | KMP & their Relatives | Subsidiaries | Total        |
|----------------------------|-----------------------|--------------|--------------|
| Remuneration Paid          | 1,353,000             | -            | 1,353,000    |
|                            | (1,000,000)           | -            | (1,000,000)  |
| Interest Paid              | 590,267               | -            | 590,267      |
|                            | (626,898)             | -            | (626,898)    |
| Interest Received          | -                     | -            | -            |
|                            | (735,511)             | -            | (735,511)    |
| Unsecured Loan Outstanding | 22,619,006            | -            | 22,619,006   |
|                            | (10,511,221)          | -            | (10,511,221) |
| Advances given             | -                     | -            | -            |
|                            | (150,000)             | -            | (150,000)    |

Note: Figures in brackets indicate previous year figures.

(iii) Disclosure in Respect of Related Party Transactions during the year :

| Particulars                       | Relationship              | FY 16-17   | FY 15-16   |
|-----------------------------------|---------------------------|------------|------------|
| <b>Remuneration Paid</b>          |                           |            |            |
| Manish Tambi                      | KMP                       | 870,000    | 1,000,000  |
| Ms. Stuti Sinha                   | KMP                       | 198,000    | -          |
| Siddhant Sharma                   | KMP                       | 285,000    | -          |
| Bhushan Tambe                     | KMP                       | -          | 121,767    |
| Surabhi Pawar                     | KMP                       | -          | 20,000     |
| <b>Interest Paid</b>              |                           |            |            |
| Vijay Kothari                     | Non Executive Director    | 590,267    | 626,898    |
| <b>Interest Received</b>          |                           |            |            |
| M/s Aarushi Homes                 | KMP significant influence | -          | 735,511    |
| <b>Unsecured Loan Outstanding</b> |                           |            |            |
| Vijay Kothari                     | Non Executive Director    | 22,619,006 | 10,511,221 |
| <b>Advances Given</b>             |                           |            |            |
| Ms. Shilpa Kothari                | Relative of Director      | -          | 150,000    |

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

As per our report of even date

**For SPARK & Associates**

Chartered Accountants

FRN: 005313C

**Pankaj Kumar Gupta**

Partner

Membership No. 404644

PAN : AIEPG8275H

30th May 2017, Indore

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

**Manish Tambi**

Whole-time Director

DIN : 00172883

**Vijay Kothari**

Director

DIN : 00172878

**Stuti Sinha**

Company Secretary

Membership No. A42371

**Siddhant Sharma**

Chief Financial Officer

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

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

CIN : L65192MP1994PLC008715

Name of company: VIJI FINANCE LIMITED

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

Name of the member (s) :

Registered address :

E-mail Id :

Folio No/ Client Id :

DP ID :

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

1. Name : .....

Address :

E-mail Id :

Signature : ....., or failing him

2. Name : .....

Address :

E-mail Id :

Signature : ....., or failing him

3. Name : .....

Address :

E-mail Id :

Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual general meeting of the company, to be held on the Monday 31<sup>st</sup> July, 2017 at the Registered Office situated at 11/2, Usha Ganj, Jaora Compound, Indore-452001 M.P. at 10.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolutions  | For | Against |
|--|-----|---------|
| 1. Consider & Adopt<br>• Audited Standalone financial Statement, together with reports of<br>• the Board of Directors and Auditor thereon for 31 <sup>st</sup> March 2017<br>Audited Consolidated Financial Statement, together with<br>auditor's report thereon for 31 March, 2017. |     |         |
| 2. Declaration of Dividend for the financial year ended on 31 <sup>st</sup> March, 2017.   |     |         |
| 3. Appoint a Director in place of Shri Manish Tambi Whole Time Director , who retires by rotation and being eligible offers himself for re-appointment.  |     |         |

|    |   |  |  |
|----|---|--|--|
| 4. | Ratification of appointment of Auditor & Fixing their remuneration. |  |  |
| 5. | Issue of Bonus Shares.  |  |  |

Signed this..... day of..... 2017

Signature of shareholder

Signature of Proxy holder(s)

**Note:**

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

---

**ATTENDANCE SLIP (To be presented at the entrance)**  
**23<sup>RD</sup> ANNUAL GENERAL MEETING ON MONDAY 31<sup>ST</sup> JULY, 2017**

R.F. No. \_\_\_\_\_

Mr./Mrs./Miss \_\_\_\_\_

(Shareholders' name in block letters)

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

I/We hereby record my/our presence at the 23<sup>rd</sup> Annual General meeting of the company at the registered office of the company on Monday 31<sup>st</sup> July, 2017.

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

(Shareholders/proxy's Signature) \_\_\_\_\_

**Note:**

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