



To,  
The Secretary,  
National Stock Exchange of India Ltd.,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E) Mumbai - 400 051

Date: 13.09.2016

Sub: - Intimation of Extra Ordinary General Meeting (EGM) of the company to be held on 8<sup>th</sup> October, 2016.

ISIN No: INE159N01019

Symbol : VIJIFIN

Dear Sir/Mam,

With reference to the above mentioned subject we would like to inform you that an Extra Ordinary General Meeting of the members of the Company will be held on Saturday, 8<sup>th</sup> October 2016 at the Registered office of the Company at 11/2, Usha Ganj, Jaora Compound, Indore (M.P.)-452001 at 10.00 AM to transact the following special businesses :

**1. Sub-Division of Equity Shares from the Face Value of Rs.10/- (Ten) per share to face value of Re. 1/- (One) per share:**

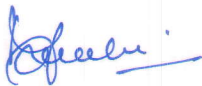
**2. Alteration of Capital Clause of Memorandum of Association:**

Also find attached the Notice of Extra Ordinary General Meeting for your records.

This is for your information and kindly take on the record.

Thanking you

Yours Faithfully,  
For: Viji Finance Limited



**Manish Tambi**  
Whole-time Director  
DIN: 00172883

# VIIJ 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 EXTRA-ORDINARY GENERAL MEETING

**NOTICE** is hereby given that an Extra-Ordinary General Meeting of the Members of **VIIJ FINANCE LIMITED** will be held on Saturday, 8<sup>th</sup> October, 2016 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 special businesses:-

### SPECIAL BUSINESSES

#### **1. SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS.10/- (TEN) PER SHARE TO FACE VALUE OF RE. 1/- (ONE) PER SHARE:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification or reenactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned authority(ies) or bodies, each Equity Share of the Company having face value of Rs. 10/- (Ten) each be sub-divided into 10 (Ten) Equity Shares of the face value Re. 1/- (one) each fully paid up on such date as may be fixed by the Board of the Directors for this purpose(record date).”

**“RESOLVED FURTHER THAT** on sub-division, 10 (Ten) Equity Shares of face value of Re. 1/- (one) each be allotted in lieu of existing 1 (one) Equity Share of Rs. 10/- (Ten) each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect, with the existing fully paid Equity Shares of Rs. 10/- (Ten) each of the Company.”

**“RESOLVED FURTHER THAT** on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its power herein conferred to any committee of directors or the Whole Time Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle any question, difficulty or doubt that may arise in this regard, and to execute all deeds,

applications, documents and writings that may be required, on behalf of the Company and generally do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

## **2: ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:**

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

**"RESOLVED THAT** subject to the provisions of Sections 13 , 61 and other applicable provisions of the Companies Act, 2013(including any statutory modification or reenactment thereof for the time being in force) and subject to such other approval(s) from the concerned Authority (ies), Clause V of the Memorandum of Association of the Company relating to Capital be substituted by the revised clause as given below:

**V. The Authorised Share Capital of the Company is Rs. 110,000,000/- (Rupees Eleven Crores Only) divided into 110,000,000 (Eleven Crores) Equity Shares of Re. 1/- (Rupee One) each."**

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its power herein conferred to any committee of directors or the Whole Time Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle any question, difficulty or doubt that may arise in this regard, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

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

STUTISINHA  
Company Secretary  
ACS42371

Date: 9th September, 2016

Place: Indore

VIJI FINANCE LIMITED  
CIN: L65192MP1994PLC008715  
Registered Office: 11/2, Usha Ganj,  
Jaora Compound.  
Indore-M.P. 452001



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 EXTRA ORDINARY 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 Extra-Ordinary 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 businesses set out in the Notice is annexed herewith.
- ◆ Section 101 of the Companies Act, 2013 read together with the rules made there under, requires that the companies may call general meeting by giving not less than clear 21 days notice in writing or through electronic mode. The Company is accordingly forwarding electronic copy of the Notice calling Extra-ordinary General Meeting to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Notice calling Extra-ordinary General Meeting is being sent in the permitted mode. Members who have not yet register their e-mail id are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demat mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.
- ◆ All the Documents referred to in the accompanying notice and the explanatory statement will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 11.00 a.m. to 1.00 p.m. except holidays, upto the date of the ensuing Extra Ordinary General Meeting.
- ◆ 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 Copy of Notices sent to them and Attendance Slips with them at the EGM venue.
  - e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Notice of Extra Ordinary General Meeting of the Company.
- ◆ Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Extra Ordinary General Meeting.
- ◆ Members may also note that Notice of this Extra Ordinary General Meeting will also be available on the Company's website i.e [www.vijifinance.com](http://www.vijifinance.com)
- ◆ Route map for the venue of Extra-ordinary 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 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 EGM) as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for remote e-voting, then he/ she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and remote e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM 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 Wednesday, 5<sup>th</sup> October, 2016 from 9.00 A.M. and ends on Friday, 7<sup>th</sup> October, 2016 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 of Saturday 1<sup>st</sup> October, 2016, 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                                                       | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as 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<br><b>OR</b><br>Date of Birth (DOB) | <p>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.</p> <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.

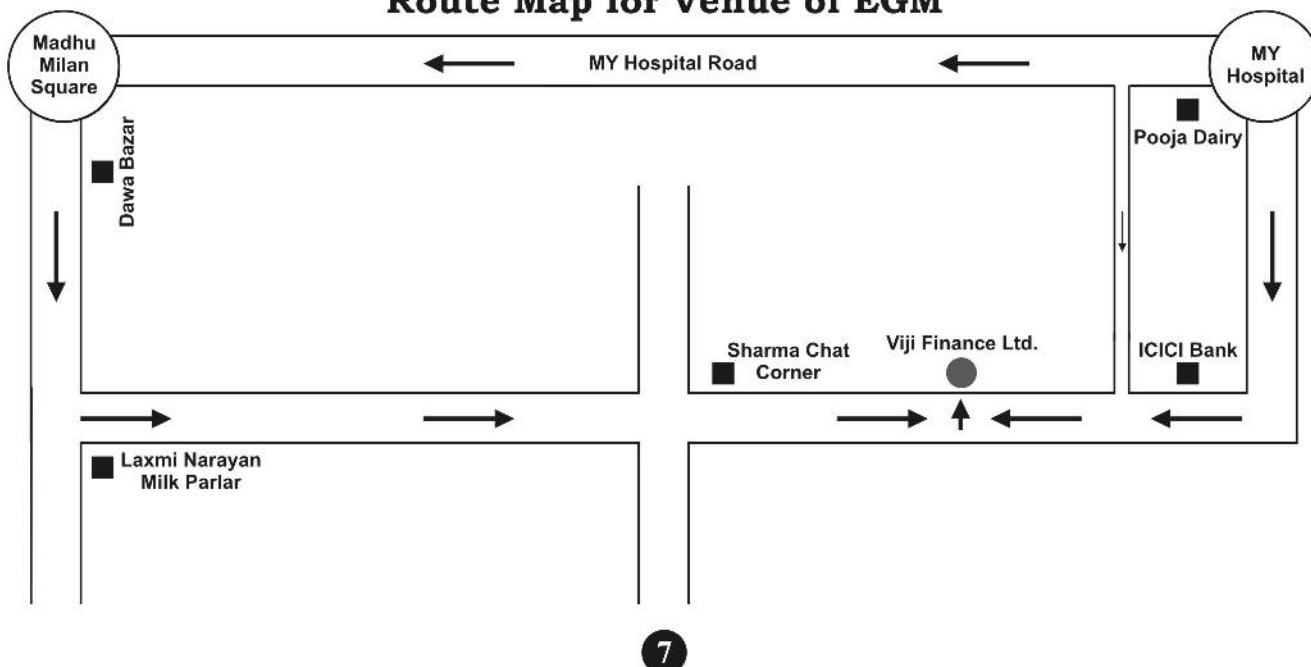


- ♦ The list of accounts linked in the log in should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- ♦ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued 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. F5201) 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 EGM (Poll) and through Remote E-Voting not later than three days conclusion of EGM, 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. 8<sup>th</sup> October, 2016 subject to receipt of the requisite number of votes in favor of the Resolutions.

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

STUTISINHA  
Company Secretary  
ACS42371

### Route Map for Venue of EGM



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

### **Item No. 1 & 2:-**

The Equity Shares of your Company are actively traded on National Stock Exchange of India Limited, Bombay Stock Exchange Limited. The members may be aware that the operations of the Company have grown significantly during the years, which has generated positive economic environment. In order to improve the liquidity of the Company's share in the stock market and with a view to encourage the participation of small investors by making Equity Shares of the Company affordable, the Board of Directors have considered and approved sub-division of One Equity Share of the Company having face value of Rs. 10/- each into Ten Equity Shares of face value of Re. 1/- each subject to the approval of the Members of the Company and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid subdivision of Equity Shares will be fixed after approval of the Members is obtained.

Presently, the Authorised Share Capital of your Company is Rs. 110,000,000/- divided into 11,000,000 Equity shares of Rs. 10/- each. The sub-division as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company as set out in Item No. 2 of the Notice respectively to reflect the change in face value of each Equity Share from Rs. 10/- each to Re. 1/- each. The Directors recommend passing of the Resolutions at Item Nos. 1 and 2. No Director, Key Managerial Personnel and their relatives are in any way concerned or financially or otherwise interested in the Resolutions at Item Nos. 1 and 2 of the Notice except to the extent of their shareholding.

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

STUTISINHA  
Company Secretary  
ACS42371

Date: 9th September, 2016  
Place: Indore

VIJI FINANCE LIMITED  
CIN: L65192MP1994PLC008715  
Registered Office: 11/2, Usha Ganj,  
Jaora Compound.  
Indore-M.P. 452001

**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: VIJIFINANCE 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 :

DPID :

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 Extra-Ordinary General meeting of the company, to be held on the Saturday, 8<sup>th</sup> October, 2016 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.          | Sub-division of Equity Shares from the face value of Rs.10/- per share to face value of Re. 1/- per share |     |         |
| 2.          | Alteration of Capital Clause of Memorandum of Association                                                 |     |         |

Signed this..... day of..... 2016

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)**  
**EXTRA-ORDINARY GENERAL MEETING ON SATURDAY 8<sup>TH</sup> OCTOBER 2016**

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 Extra-Ordinary General meeting of the company at the Registered office of the company on Saturday, 8<sup>th</sup> October, 2016.

(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.