VIJI
Finance Limited

Date: 1st October, 2018

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

Sub: 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. 2017-18 as approved and adopted in the 24th Annual General.Meeting of the company held on Friday, 28th September, 2018.

You are requested to please take the same on record.

Thanking you,

For VIJI FINANCE LIMITED

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

VIJI FINANCE LIMITED



VIJI FINANCE LIMITED

24TH ANNUAL REPORT 2017-18

VIJI FINANCE LIMITED

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BOARD OF DIRECTORS

Vijay Kothari
Managing Director
Hiren Kamdar
Independent Director
Juhee Verma
Independent Director
Suresh Singh Jain
Independent Director

CHIEF FINANCIAL OFFICER

Siddhant Sharma

COMPANY SECRETARY

CS Stuti Sinha

REGISTRAR & SHARE TRANSFER AGENT

Ankit Consultancy Pvt. Ltd.
Plot No. 60, Electronic Complex
Pardeshipura Indore (M.P) 452010
Tel. No: 0731-4065797, 4065799
Email Id: ankit_4321@yahoo.com
Fax No.: 0731-4065798

SHARES LISTED AT

Bombay Stock Exchange Limited
National Stock Exchange of India Ltd
The Calcutta Stock Exchange Limited

STATUTORY AUDITORS

M/s. SPARK & ASSOCIATES,
Chartered Accountants

SECRETARIAL AUDITOR

M/s. R C Bagdi & Associates
Practicing Company Secretary

BANKERS

ICICI Bank Ltd
HDFC Bank Ltd
Union Bank of India

REGISTERED OFFICE

VIJI FINANCE LIMITED
CIN: L65192MP1994PLC008715
11/2, Usha Ganj Jaora Compound
Indore – 452001
Tel.No: 0731-4246092
Email Id: info@vijifinance.com
Web Site: www.vijifinance.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 24TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 24th Annual General Meeting of the Members of **VIJI FINANCE LIMITED** will be held on Friday, 28th September, 2018 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, approve and adopt:
   (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 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, 2018, together with the report of the Auditors thereon.
2. To declare dividend of Rs. 0.01/- per Equity Share of Re. 1/- each for the year ended March 31, 2018.
3. To consider re-appointment of Statutory 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 Sections 139, 141 and 142 and any other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and pursuant to recommendation of the Audit Committee, M/s. Spark & Associates, Chartered Accountant, Indore (ICAI Firm Registration No. 005313C), the retiring Auditors of the Company whose tenure expires at this Annual General Meeting, be and are hereby re-appointed as the Statutory Auditor of the Company for a term of five years to hold office from conclusion of 24th Annual General Meeting up to the conclusion of 29th Annual General Meeting to be held in year 2023 at a remuneration to be determined by the Board of the Directors in consultation with Auditors.

SPECIAL BUSINESSES:-

ITEM No. 4:- TO APPROVE THE EXPENSES FOR SERVICE OF DOCUMENTS TO MEMBERS

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

RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, the consent of the Company be and is hereby accorded to charge from a member fee in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by such member for delivery of such document to him/ her through such mode of service provided that such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT Board of the Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution.

ITEM No. 5:- APPOINTMENT OF MR. VIJAY KOTHARI (DIN: 00172878) AS A MANAGING DIRECTOR OF THE COMPANY:

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

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of members be and are hereby accorded to appoint Mr. Vijay Kothari (DIN: 00172878) as Managing Director of the Company for the period of three years with effect from 7th May, 2018 to 6th May, 2021, on the following terms, conditions, salary and perquisites:

a) Salary: Rs. 2,00,000/- (Rs. Two Lacs Only) per month

b) Perquisites: In addition to the above salary as mentioned in the resolution, Mr. Vijay Kothari, Managing Director shall also be

entitled to the perquisites (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furnishings, chauffeur driven car and telephone at residence, medical reimbursement, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to an amount equal to 25% of annual salary.

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper.

ITEM No. 6:- RE-APPOINTMENT OF MR. SURESH SINGH JAIN (DIN: 03584190) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Suresh Singh Jain (DIN: 03584190), who was appointed as an Independent Director of the Company at the 20th Annual General Meeting of the Company and who holds office of the Independent Director up to 31st March, 2019 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 1st April, 2019 to 31st March, 2024.

ITEM No. 7:- APPOINTMENT OF MRS. JUHEE VERMA (DIN: 07691682) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to said Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as may be amended from time to time, Mrs. Juhee Verma (DIN: 07691682), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st January, 2018 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and who has given a declaration of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years from 31st January, 2018 to 30th January, 2023, and she shall not be liable to retire by rotation.

ITEM No. 8:- CONSOLIDATION OF FACE VALUE OF EQUITY SHARES OF THE COMPANY:

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

RESOLVED THAT pursuant to the provisions of Section 61(1)(b), 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s), amendment or re-enactment thereof for the time being in force), read with Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and sanction(s) as may be necessary or required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company, consent of the members of the Company be and are hereby accorded for consolidation of the entire authorized, issued, subscribed and paid up share capital of the Company by increasing the nominal value of the equity shares from Re. 1 (Rupee One only) each to Rs. 10 (Rupees Ten only) each so that every 10 equity shares with nominal value of Re. 1 (Rupee One only) each held by a member are consolidated and re-designated into 1 equity share with nominal value of Rs. 10 (Rupees Ten only) each.

RESOLVED FURTHER THAT upon consolidation, 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each fully paid-up be issued in lieu of 10 (Ten) Equity Shares of Re.1/- (Rupee One Only) each fully paid–up, subject to the terms of Memorandum and Articles of Association of the Company and such shares shall rank pari passu in all respects and carry the same

rights as the existing fully paid Equity Shares of the Company and shall be entitled to dividend(s) after consolidation of equity shares, if declared/recommended by the Board and subsequently approved by the shareholders.

RESOLVED FURTHER THAT upon consolidation of the Equity shares of the Company as aforesaid, the existing share certificates in relation to the existing Equity shares of the face value of Re. 1/- (Rupees One only) each fully paid-up held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the allottees of the new Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid-up on consolidation and the Company may without requiring the surrender of the existing equity share certificates directly issue and dispatch the new share certificates of the Company, in lieu of such existing share certificates and in the case of the Equity shares held in the dematerialized form, the number of consolidated Equity shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity shares of the Company before consolidation.

RESOLVED FURTHER THAT no shareholder shall be entitled to a fraction of a share and all fractional entitlements resulting from the consolidation shall be aggregated into whole shares and the number of shares so arising shall be held by Mr. Vatsalya Sharma Trustee appointed by the Board who shall dispose off the said shares in the market at the best available price in one or more lots and the decision of the Trustee in this regard shall be final and binding to all concerned and Trustee shall hold the net sale proceeds of all such shares after deducting there from all costs, charges and expenses of such sale and shall thereafter distribute such sale proceeds to the members of the Company in proportion to their fractional entitlements.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix Record date and 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 Managing 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.

ITEM No. 9:- ALTERATION TO MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

RESOLVED THAT pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and subject to consents, approvals, permissions and sanctions, if any, required from any authority, consent of the members of the Company be and is hereby accorded that the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and substituted thereof by the following Clause No. V as reproduced herewith:

V.The Authorized Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the amendment to the Memorandum of Association as aforesaid shall take effect upon and simultaneous with, consolidation of the issued, subscribed and paid-up equity shares in the share capital of the Company by way of increase in the nominal value of each equity share from Re.1/- (Rupees One only) per Share to Rs. 10/- (Rupees Ten only) per share.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (which expression shall include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any one of its Directors, Company Secretary or any other officers.

By order of the Board of Directors
FOR VIJI FINANCE LIMITED

Date: 31st August, 2018
Place: Indore
VIJI FINANCE LIMITED
CIN: L65192MP1994PLC008715
Registered Office: 11/2, Usha Ganj,
Jaora Compound. Indore-M.P. 452001
Website: www.vijifinance.com
Email: info@vijifinance.com
Phone: 0731-4246092

STUTI SINHA
Company Secretary
ACS 42371

NOTES:-

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCMENT OF ANNUAL GENERAL MEETING.**
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
- Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filed and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- The Composition of Board consists of a Managing Director and three Independent Directors and in terms of Article No 98(1) of Articles of Association of the Company; Managing Director is not liable to retire by rotation. Hence, there is no director whose office is liable to be determined for retirement by rotation.
- In order to enable us to register your attendance at the venue of the Annual General meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give a 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.
- 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, 15th Day of September, 2018 to Monday 17th Day of September, 2018 (both days inclusive) for the purpose of payment of dividend to those members whose name stand on the Register of Members as on Friday 14th Day of September, 2018. 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 14th Day of September, 2018, 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 14th Day of September, 2018.
- As per circular dated 21st 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 Friday, 14th September, 2018, 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 them correctly on or before Friday, 7th September, 2018.
- 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 deposited with in five days and Dispatched/paid/credited with in thirty days of declaration.
- 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.

  Members are requested to note that, SEBI in accordance with the SEBI (Listing Obligations and Disclosure Requirements)(Fourth Amendment)Regulations, 2018 vide Gazette notification dated June 8, 2018 has revised the provisions of Regulation 40 of Listing Regulations, relating to transfer of listed securities and has decided that w.e.f December 5th 2018, the request for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository [National Securities Depository Limited and Central Depository Services (India) Limited]. Hence, the Members holding shares in physical form are advised to dematerialize the shares held by them in physical form to avail the benefits 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 and eliminate all risks associated with physical shares.

- As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account along with the original cancelled cheque bearing the name of the Member to Ankit consultancy/Company to update their Bank Account details. Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant. The Company or Ankit Consultancy Private Limited cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
- Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial standard of General Meeting in respect of the Directors seeking appointment / re-appointment at the ensuing AGM are provided in Annexure 1 of this Notice.
- Members who have not encashed their dividend warrants are requested to correspond with the Registrar and Share Transfer agent i.e. Ankit Consultancy Private Limited (R&STA) or the company secretary, at the company's registered office. In terms of Sections 124(5) of the Companies Act, 2013, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to the Investor Education and Protection Fund. Accordingly, the unpaid dividend lying in dividend account of the year 2010-11 will be transferred to Investor Education and Protection Fund at appropriate time in the current financial year. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend. Shareholders can visit the Company's website www.vijifinance.com to check the details of their unclaimed dividend under the section Financial Report and on the website of the IEPF viz. www.iepf.gov.in.

  Members are requested to note that, pursuant to provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016; dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
- 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 2018 to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2018 is being sent in the permitted mode. Members who have not yet register their e-mail id are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demat mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.
- All the Documents referred to in the accompanying notice and the explanatory statement will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 11.00 a.m. to 1.00 p.m. except holidays, upto the date of the ensuing annual general meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
- Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- The Members are requested to:

  a) Intimate changes, if any, in their registered addresses immediately.

  b) Quote their ledger folio/DPID number in all their correspondence.

  c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.

  d) Bring their Annual Report and Attendance Slips with them at the AGM venue.

  e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified True Copy of Board Resolution alongwith the specimen signature(s), authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
- The Notice of AGM along with complete Annual report shall be dispatched to the shareholders who are registered as member as on 17th August, 2018. Further Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2017-18 will also be available on the Company's website i.e. www.vijifinance.com.
- Route map for the venue of Annual General meeting with prominent land mark is annexed with this notice.
- A member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her query to

the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.

- Members who are holding shares in identical order of names in more than one folio are requested to send to the company or Company's Registrar and 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 which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.
- The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the Company as on Friday, 21st September, 2018, being the cut-off date.
- The businesses as set out in the Notice may be transacted through electronic voting system and the Company shall provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by MCA vide its notification dated March 19, 2015 and Regulation 44 of The SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015, the company is pleased to offer the facility of "remote e-voting" (e-voting from a place other than venue of the AGM) as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for remote e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and remote e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. For E-voting facility, the Company has entered in to an agreement with the CDSL for facilitating remote E-voting. The Procedure and instructions for E-voting given below:

Instructions for shareholders voting through electronic means:

(i) The e-voting period begins on Tuesday, 25th September, 2018 from 9.00 A.M. and ends on Thursday, 27th September, 2018 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday 21st September, 2018, may cast their vote electronically in proportion to their shares in the paid up equity share capital of the company. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character 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 and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	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. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <VIJI FINANCE LTD> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m- Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the log in should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- 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.
- The Scrutinizer shall after scrutinizing the vote cast at the AGM (Poll) and through Remote E-Voting not later than 48 hours from conclusion of AGM, make and submit a consolidated scrutinizers report to the Chairman. The Results declared along with the consolidated scrutinizers report shall be placed on the website of the company and CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the company's shares are listed.
- The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday 28th September, 2018 subject to receipt of the requisite number of votes in favour of the Resolutions.

By Order of the Board of Directors
FOR VIJI FINANCE LIMITED

Date: 31st August, 2018
Place: Indore
VIJI FINANCE LIMITED
CIN: L65192MP1994PLC008715
Registered Office: 11/2, Usha Ganj,
Jaora Compound. Indore-M.P. 452001
Website: www.vijifinance.com
Email: info@vijifinance.com
Phone: 0731-4246092

STUTI SINHA
Company Secretary
ACS 42371

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3- RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

In the 21st Annual General Meeting of the Company held on 17th September, 2015, M/s Spark & Associates, Chartered Accountants (ICAI Firm Registration No. 005313C) were appointed as Statutory Auditor of the Company upto the conclusion of 24th Annual General Meeting. The Board of Directors of the Company on the basis of recommendation of Audit Committee have proposed to re-appoint M/s Spark & Associates, Chartered Accountants as Statutory Auditor of the Company for the term of five consecutive years with effect from the conclusion of 24th Annual General Meeting.

M/s Spark & Associates, Chartered Accountants have confirmed that the re-appointment would be in compliance with the statutory requirements under the Companies Act, 2013 read with Rule 10 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and SEBI (LODR) Regulations, 2015.

Accordingly, the Directors recommend the passing of the Resolution at Item No. 3 as an Ordinary Resolution.

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

ITEM NO.4- APPROVE THE EXPENSES FOR SERVICE OF DOCUMENTS TO MEMBERS

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which shareholder shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors have proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

The Board recommends the Ordinary Resolution at Item No. 4 for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out at Item No. 4 of the Notice.

ITEM NO. 5- APPOINTMENT OF MR. VIJAY KOTHARI (DIN: 00172878) AS MANAGING DIRECTOR OF THE COMPANY

Mr. Vijay Kothari aged 51 years is the Founder member of the Company. He is associated with the Company since incorporation and he is a commerce graduate and matured Business Personality. He has 22 years experience in Finance/Economics and also has knowledge in National Trade and Industry. He carries a vision of growth of the Company and has made invaluable contribution to the success and performance of the Company over the years. Looking to his total devotion and resultant progress made by the Company, Board of Directors proposed to appoint him as Managing Director for the period of 3 years with effect from 7th May, 2018 to 6th May, 2021 on remuneration as mentioned in Item No. 05 of the notice. For this purpose Nomination & Remuneration Committee and Board of Directors have accorded their approval subject to approval of the members.

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

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

I. General information:

1	Nature of industry		Finance (NBFC)	
2	Date or expected date of commencement of commercial production		The company is not engaged in any manufacturing activities and is engaged in NBFC activities.	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus		Not Applicable	
4	Financial Performance based on given indicators		Figures In lacs	
	Financial Year	Revenue from operations	Profit/(loss) before Tax	Profit /(loss) after Tax
	2016-17	160.63 Lacs	94.33 Lacs	60.62 Lacs
	2015-16	133.02 Lacs	57.30 Lacs	34.42 Lacs
	2014-15	132.26 Lacs	92.55 Lacs	59.73 Lacs
5	Foreign investments or collaborations, if any		The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas.	

II.	**Information about the appointee:**	
1	Background details	Mr. Vijay Kothari aged 51 years is the Founder member of the Company. He is associated with the Company since incorporation and he is a commerce graduate and matured Business Personality and having good experience in the field of finance and economic.
2	Past remuneration	Nil
3	Recognition or awards	None
4	Job profile and his suitability	He is having 22 years experience in Finance/Economics, and also has knowledge in National Trade and Industry.
5	Remuneration proposed	Rs. 2,00,000/- per month (Rupees Two Lacs Only)
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Though the exact latest data of the comparative profile with remuneration of the CEO/MD/Key Personnel of Financial Services Companies is not available, however generally the CEOs/MDs/Key Managerial personnel of NBFC Companies of comparable status are generally receiving remuneration above Rs. 50 to 80 lacs per annum.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Vijay Kothari does not have any pecuniary relationship with the company except being a promoter of the company
III.	**Other information:**	
1	Reasons of loss or inadequate profits	- Economic slowdown - Uncertainty of market - Tough Competition - Strict compliance by regulatory Authorities
2	Steps taken or proposed to be taken for improvement	The Company has initiated various steps to improve its operational performance/liquidity, including cost control measures have been put in place.
3	Expected increase in productivity and profits in measurable terms	With plans for expansion, the Company is expecting a favorable increase in the productivity and profitability in the coming years.

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

Except proposed appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives, in any way are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 5 of the Notice.

ITEM NO. 6- RE-APPOINTMENT OF MR. SURESH SINGH JAIN (DIN: 03584190) AS INDEPENDENT DIRECTOR OF THE COMPANY

In the 20th Annual General Meeting held on 9th September, 2014, Mr. Suresh Singh Jain was appointed as an Independent Director of the Company for the term of five years.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of aforesaid Independent Director would be beneficial to the Company and it is desirable to continue to avail his service as an Independent Director. Accordingly, he is proposed to be re-appointed as Independent Director of the Company, not liable to retire by rotation, for second term of 5 (five) consecutive years on the Board of the Company with effect from 1st April, 2019.

The Proposed appointee is not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given their consent to act as a Director. The Company has also received declaration from Mr. Suresh Singh Jain that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, proposed appointee fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent from the management. Copy of draft letter of appointment of proposed appointee setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The Company has received notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Suresh Singh Jain for the office of Director of the Company.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.
The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The brief profile of the director who is proposed to be appointed as independent director is given in the notice convening the Annual General Meeting in separate annexure.

ITEM NO. 7- APPOINTMENT OF MRS. JUHEE VERMA (DIN: 07691682) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mrs. Juhee Verma, was appointed as an Additional Director of the Company at the meeting of the Board of Directors held on 31st January, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"). She holds office as a Director up to the date of the forthcoming Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act, from the member along with the fee of Rupees One Lacs proposing the candidature of Mrs. Juhee Verma for the office of Independent Director to be appointed, as such under the provisions of Section 149 of the Act to hold office for a term of five years up to 30th January, 2023.

The Board of Directors is of the view that your Company would benefit from the rich and varied experience of Mrs. Juhee Verma and accordingly recommends the Ordinary Resolution set forth in Item No. 7 of the Notice for approval of the Members.
In the opinion of the Board, Mrs. Juhee Verma fulfils the conditions specified in the Act and rules made there under the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 and she is independent of the management.
The brief profile of the director who is proposed to be appointed as independent director is annexed herewith separately with this notice.

Keeping in view of the experience and expertise of Mrs. Juhee Verma the Board of Directors considers it desirable that the Company should avail her services and accordingly recommends the resolution as set out in Item no. 7 for approval of members.

Mrs. Juhee Verma, being appointee is considered as interested in the resolution, except that none of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested financially or otherwise in the Resolution.

ITEM NO. 8 & 9 - CONSOLIDATION OF FACE VALUE OF EQUITY SHARES AND ALTERATION TO MEMORANDUM OF ASSOCIATION.

The Paid up share Capital of the Company is Rs.8,25,00,000 consisting of 8,25,00,000 Equity Shares of Re. 1/- each. Presently, the shares of the Company are not frequently traded because of the involvement of higher expenses based on the number of shares. The Board of Directors has considered consolidating the share capital of the Company from Re.1/- to Rs. 10/- each, thereby decreasing the number of shares.

Accordingly, equity shares of face value of Re. 1/- (Rupee One only) each fully paid-up, of the Company existing on the Record Date shall stand consolidated into equity share of face value of Rs. 10/- (Rupee Ten only) each fully paid-up so that every ten equity shares with nominal value of Re. 1 (Rupee One only) each held by a member are consolidated and re-designated into one equity share with nominal value of Rs. 10 (Rupees Ten only) each.

The Board considers that the proposed consolidation would benefit shareholders as follows:

Greater Investor Interest: The proposed share consolidation will result in a trading price that better reflects its maturity and also increase the profile of the Company amongst the institutional investors and the coverage of the Company amongst research houses and fund managers as the trading price per share is expected to be higher than the trading price per existing share.

No effect of Consolidation on the Shareholders' Funds: The proposed share consolidation will not involve payment to any shareholder of any paid-up capital of the Company, and has no effect on the shareholders' funds of the Company. Shareholders will not be required to make any payment to the Company in respect of the proposed share consolidation. Each consolidated share will rank pari-passu in all respects with each other.

Stable market cap in the interest of shareholders: The proposed share consolidation will generally be beneficial to its Shareholders as it may serve to reduce the fluctuation in magnitude of the Company's market capitalization. This may, in turn, increase market interest in the shares and generally make the shares more attractive to investors.

Rationalisation of the share capital of the Company: The proposed share consolidation will also rationalise the share capital of the Company by reducing the number of shares outstanding. As a result of the proposed share consolidation, there would be an immediate reduction in the number of shares. Hence, the Company shall benefit from easier management of a smaller number of shares. Further, it believes that overhead costs incurred on servicing the fragmented minority shareholding will be reduced significantly post consolidation.

No impact on dividend yield: The share consolidation will have no impact on the effective dividend yield of the Company's shares, all else being equal.

The proposed consolidation of equity shares of the Company from Re. 1/- (Rupee one only) per equity share to Rs. 10/- (Rupees Ten only) per equity share, requires consequential amendment to the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner set out in the Resolution at Item No. 9, to reflect the alteration in the authorized equity share capital of the Company as reproduced herewith.

V. The Authorized Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Record Date for the aforesaid consolidation of the equity shares will be fixed by the Board after the approval of the Members. On the record date all fractional entitlements resulting from the consolidation shall be aggregated into whole shares and the number of shares so arising shall be held by a trustee appointed by the Board who shall dispose off the said shares in the market at the best available price in one or more lots and the decision of the Trustee in this regard shall be final and binding to all concerned. The Trustee shall hold the net sale proceeds of all such shares after deducting there from all costs, charges and expenses of such sale and shall thereafter distribute such sale proceeds to the members of the Company in proportion to their fractional entitlements.

The Board is of the opinion that the aforesaid resolutions for consolidation from Re. 1/- (Rupees one only) per equity share to Rs. 10/- (Rupee Ten only) per equity share and the consequent amendments to Clause V of the Memorandum of Association of the Company are in the best interest of the members and hence recommends the special resolution as set out at Item No. 8 and 9 of the Notice for your approval.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company during working hours on all days except Sundays and Public Holidays up to the date of this Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of shares held by them if any, in the company.

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

STUTI SINHA
Company Secretary
ACS 42371

Date: 31st August, 2018
Place: Indore

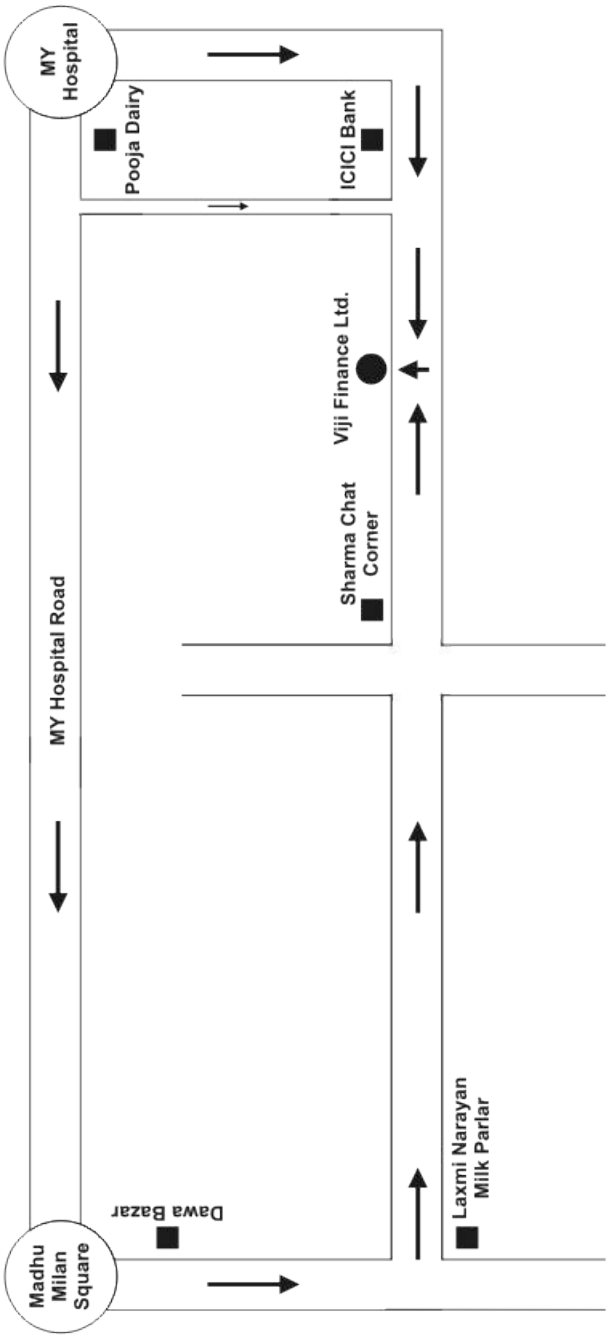
VIJI FINANCE LIMITED
CIN: L65192MP1994PLC008715
Registered Office: 11/2, Usha Ganj,
Jaora Compound. Indore-M.P. 452001
Website: www.vijifinance.com
Email: info@vijifinance.com
Phone: 0731-4246092

ANNEXURE 1

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 and Secretarial Standard of General Meeting:

Name of Director	**Mr. Vijay Kothari**	**Mr. Suresh Singh Jain**	**Mrs. Juhee Verma**
DIN	00172878	03584190	07691682
Date of Birth	01/01/1967	22/03/1963	16/04/1983
Date of Appointment	12/10/1994	01/08/2011	31/01/2018
Expertise / Experience in specific functional areas	22 years Experience in Finance/ Economic Activities	15 years Experience in Finance Activities	5 years of experience in Human Resource
Qualification	B.Com	M.Com , LLB	B.Sc, M.B.A
No. & % of Equity Shares held in the Company	43945078 (53.27%)	NIL	Nil
List of outside Company's directorship held	Ebot Technosoft Limited S.L. Developers Private Limited Viji Housing Finance Limited	NIL	H2V Fortune Private Limited
Chairman / Member of the Committees of the Board of Directors of the Company	Nil	Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholder's Relationship Committee	Member of Audit Committee, Nomination & Remuneration Committee and Stakeholder's Relationship Committee
Salary or sitting fees paid	Rs. 2,00,000/- (per month)	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of other Companies in which he is director	Nil	Nil	Nil
Relationship between directors inter-se	Nil	Nil	Nil

Route Map for Venue of AGM



BOARD'S REPORT

Dear Shareholders,

Your Directors present their Report together with the Audited Financial Statements of your company for the year ended March 31, 2018.

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:

(Rupees in Lakhs except EPS)

Particulars	Standalone		Consolidated	
	Year ended 31st March 2018	Year ended 31st March 2017	Year ended 31st March 2018	Year ended 31st March 2017
Total Income	231.07	160.73	231.07	171.89
Total Expenditure	40.32	66.40	40.55	78.31
Profit/(Loss) before tax	**190.75**	**94.33**	**190.52**	**93.57**
Provision for Tax				
Current Tax	52.49	30.34	52.49	30.82
Deferred Tax	-5.05	2.02	-4.4	-0.59
Earlier Year Tax	1.14	1.34	2.76	1.34
Profit/(Loss) after tax	**142.17**	**60.62**	**139.67**	**62.00**
Amount available for appropriation	142.17	60.62	139.67	62.00
Appropriations :				
(a) Transferred to Statutory Reserve	28.43	12.12	28.43	12.12
(b) Proposed Dividend on Equity Shares	0.00	7.50	0.00	7.50
(c) Tax on Proposed Dividend	0.00	1.52	0.00	1.52
(d) Transferred to Bonus Share	30.00	0.00	30.00	0.00
Surplus Carried to Balance Sheet	**83.74**	**39.48**	**81.24**	**40.86**
Paid up Equity Share Capital	**825**	**750**	**825**	**750**
Earnings per share (Re.1/-) Basic & Diluted (in Rs.)	0.17	0.07	0.17	0.08

*Pursuant to Accounting Standard-4, the Company has not accounted for proposed dividend for the current financial year as liability as at 31.03.2018.

1.2 OPERATION AND STATE OF COMPANY AFFAIRS

The Company is engaged in a fast growing section NBFC where the demand of the finance is increasing rapidly. During the financial year company has achieved total income of **Rs. 231.07** Lacs in comparison to previous year's total income of **Rs. 160.73** Lacs on standalone basis and earned net profit of **Rs. 142.17** Lacs in comparison to previous year's net profit of **Rs. 60.62** Lacs. Net profit of the company has been increased by **134.51%.**

1.3 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.

1.4 SHARE CAPITAL

Board of Directors in their Board meeting held on 08th August, 2017 allotted 7500000 fully paid-up Equity Shares of Re. 1/- (Rupee One only) each by way of Bonus issue 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.

The company has not issued shares with differential voting rights nor has granted any stock option or sweat equity shares. As on 31st March 2018, 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 and is also available on website of the company at www.vijifinance.com

3. NUMBER OF MEETINGS OF THE BOARD, ITS COMMIITTEES & AGM

The details of the number of meetings of the Board and its committee held during the Financial Year 2017-18 forms part of the Corporate Governance Report. Further Annual General Meeting of the Company for financial year was held on 31st July, 2017.

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. Rs 0.01/- per Equity Share of face value Re. 1/- each aggregating to Rs. 8.25 lakh for financial year 2017-18 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. 2,843,415/- has been transferred to statutory reserve of the company.

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:

The Company has received unsecured loan amounting Rs. 2,66,13,000/- from Mr. Vijay Kothari, Managing Director of the Company during the financial year ended 31st March, 2018. Further, Rs. 2,45,95,570/- was outstanding to be repaid to Mr. Vijay Kothari as on 31st March, 2018.

7. RBI NORMS

Your Company is a Non Deposit Taking Non-Systemically Important Non-Banking Financial Company. 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. Further the company has made provision of Rs.7,74,348/- for Non-performing Assets as on 31st March, 2018. 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 the 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. SUBSIDIARY COMPANIES, JOINT VENTURE OR ASSOCIATE 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 separate statement containing salient features of the Financial Statements of the Subsidiaries in accordance with Section 129(3) of the Companies Act, 2013 and the rules made there under in the prescribed Form AOC-1 are annexed to this Report as **ANNEXURE B** and hence is 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. 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 weblink: http://vijifinance.com/financial-report/ .
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

Pursuant to Article No. 98(1) of the Articles of Association of the Company, none of the directors of the Company are liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013 as the Board of Directors of the Company comprises of Managing Director and Independent Directors.

During the year under review, Mrs. Juhee Verma (DIN: 07691682) was appointed as an Additional Non Executive Independent Director of the Company w.e.f. 31st January, 2018 who shall hold office as per the provisions of Section 161 of the Companies Act, 2013, till the date of the ensuing Annual General Meeting. The Company has received a notice as per the provisions of Section 160(1) of the Companies Act, 2013 from a Member in writing proposing her candidature for the office of Director along with requisite deposit.

Further, Board of Directors in their meeting held on 31st January, 2018 accepted resignation of Mrs. Roshani Maheshwari (DIN: 06872862) from the post of Directorship of the Company. Your Board places on record her deep appreciation of the valuable contribution made by her during her tenure as Director of the Company.

Mr. Manish Tambi (DIN: 00172883), Whole time Director resigned from the post of Directorship w.e.f. 7th May, 2018. Your Board places on record their deep appreciation of the valuable contribution made by him during his tenure as Director of the Company.
Further, Board of Directors in their meeting held on 7th May, 2018 considered appointment of Mr. Vijay Kothari (DIN: 00172878) as Managing Director of the Company for term of three years w.e.f. 7th May, 2018 up to 6th May, 2021 subject to approval of members in ensuing Annual General Meeting.

The term of office of Mr. Suresh Singh Jain (DIN: 03584190), as an Independent Director, will expire on 31st March, 2019. The Board of Directors, on recommendations of the Nomination and Remuneration Committee have proposed re-appointment of Mr. Suresh Singh Jain (DIN: 03584190), as an Independent Director of the Company for a second term of 5 (Five) consecutive years on the expiry of his current term of office, for the consideration of the Members of the Company at the ensuing Annual General Meeting. The Company has received the requisite Notice from a Member in writing proposing his appointment as Independent Director.

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. Mr. Vijay Kothari, Managing Director
2. Mr. Siddhant Sharma, Chief Financial officer
3. Ms. Stuti Sinha, Company Secretary and Compliance 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 independent directors have submitted the declaration of independence, as required under Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

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/2018/07/Familiarisation-Programmes.pdf

14. MEETING OF INDEPENDENT DIRECTORS

The Independent Directors met once during the year as on 22nd January, 2018. 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 consisting of Mr. Suresh Singh Jain (Chairman), Mrs. Juhee Verma and Mr. Hiren Kamdar, as Members. However, Mrs. Roshani Maheshwari resigned from the Board of the Company w.e.f. 31.01.2018 and the committee was reconstituted on 31.01.2018 as Mrs. Juhee Verma was included as Member of the Committee. 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

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 Annual 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

Pursuant to the provisions of the Act and the SEBI Listing Regulations, the Board has to evaluate its own performance and that of its Committees and Individual Directors. Accordingly, the Board of directors has carried out an annual evaluation of its own performance, Board Committees and Individual Directors along with assessing the quality, quantity and timelines of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The performance of the board 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. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Individual Directors, the Board as a whole and its Committees with the Company.

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

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on the Company's website at web link: http://vijifinance.com/wp-content/uploads/2018/07/related-party-policies-1.pdf. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and/or entered in the Ordinary Course of Business and are at Arm's Length. All Related Party Transactions are subjected to independent review by an Audit Committee to establish compliance with the requirements of Related Party Transactions under the Companies Act, 2013, and Listing Regulations.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and at Arm's Length basis. The Material Related Party Transactions, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statement, which were entered during the year by your Company, are given separately in notes to the financial statements. Further, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2 is set out as **Annexure-C** and form part of this report.

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 framework is commensurate with its size, scale and complexities of 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)

Provisions of Section 135 of the Companies Act, 2013 does not apply to the Company as company does not fall under any of the criteria specified under above referred section 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 and also available on the website of the company at the Web Link
http://vijifinance.com/wp-containts/uploads/2016/12/Nomination_remumeration-policy.pdf
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. Viji 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.

A detailed analysis of the Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

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

The Company has a whistle blower policy for Directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The details of establishment of the reporting mechanism are disclosed on the website of the Company at the weblink:- http://vijifinance.com/wp-content/uploads/2018/07/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 undertake as the Secretarial Auditor of the company. The Secretarial Audit Report given by the Secretarial Auditor of the Company is annexed as **ANNEXURE-F** to this report.

EXPLANATION TO SECRETARIAL AUDITOR'S REMARKS:-

With respect to the observations of the Secretarial Auditor, the Board replies hereunder:-

Penalty of Rs. 21,600/- and Rs. 23,600/- was levied by Bombay Stock Exchange Limited and National Stock Exchange of India Limited respectively on account of delay in completion of Bonus issue.

The Company had paid penalty of Rs. 21,600/- and Rs. 23,600/- levied by Bombay Stock Exchange Limited and National Stock Exchange of India Limited in respect of delay in completion of Bonus Issue due to procedural delay in co-ordination with depositories.

27. STATUTORY AUDITORS

M/s Spark & Associates, Chartered Accountants (Firm Registration No.005313C) who were appointed as Statutory Auditors of the Company at the Annual General Meeting held on 17.09.2015 for a period of three years, retires at the ensuing 24th Annual General Meeting.

The Board based on recommendation of Audit Committee have proposed to re-appoint M/s. Spark & Associates, Chartered Accountants (Firm Registration No.005313C) as the statutory auditors of the company for a period of 5 years from the conclusion of 24th Annual General Meeting till the conclusion of the 29th Annual General meeting to be held in the year 2023. 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 re-appointment 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 Board of Directors has laid down a Code of Conduct ("the Code") for all Board members and senior management personnel of your Company. The Code is posted on Company's website at the web link: http://vijifinance.com.cp-in-5.webhostbox.net/wp-content/uploads/2016/12/Code-of-Conduct-for-SM-KMP.pdf. All Board members and senior management personnel have confirmed compliance with the Code. Declaration on adherence to the code of conduct is forming part of the Corporate Governance Report.

30. MD /CFO CERTIFICATION

The Managing Director & CFO of your Company have issued necessary certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations and the same forms part of this Annual Report.

31. CODE FOR PROHIBITION OF INSIDER TRADING PRACTICES:

In terms of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has adopted a Code of Conduct for trading in securities of your Company ("the Insider Code"). The Insider Code aims at preserving and preventing misuse of unpublished price sensitive information. All Directors, Designated Employees/KMP and Connected Persons of your Company are covered under the Insider Code, which provides inter alia for periodical disclosures and obtaining pre-clearances for trading in securities of your Company.

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 listed on National Stock Exchange of India Limited, Bombay Stock Exchange Limited & Calcutta Stock Exchange. The company has paid the annual listing fee for financial year 2018-19.

37. INSURANCE

The Company's assets are adequately insured against the loss of fire and other risk, as consider necessary by the Management from time to time.

38. AWARDS AND ACHIEVEMENTS

- In the year under review VIJI FINANCE LIMITED has been awarded as India's Most Trusted Financial Service Company by (IBC) International Brand Consulting Corporation, USA.
- Company holds the Membership of Transunion CIBIL and CRIF High Mark Credit Information Services Private Limited, one of the leading Credit Rating Agencies in India.
- In addition, the Company is an ISO (9001:2015) Certified Non Banking Financial Company. This provides services that meet customer and applicable statutory and regulatory requirements and aims to enhance customer satisfaction through the effective application of the system including processes for improvement of the system and the assurance of conformity to customer and applicable statutory and regulatory requirements.

39. 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, 2018.

40. 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.

41. INDUSTRIAL RELATIONS

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

42. COMPLIANCE OF SECRETARIAL STANDARD

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

43. COST AUDIT

Your company does not falls within the provision of section 148 of companies act 2013 read with the companies (Cost records & audit) Rules, 2014 as amended from time to time, therefore no such record are require to be maintained.

44. 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: 31st August, 2018

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

Vijay Kothari	**Juhee Verma**
Managing Director	Director
DIN: 00172878	DIN: 07691682

Annexure-A

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2018

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

I.	**REGISTRATION AND OTHER DETAILS:**	
	i) CIN:-	L65192MP1994PLC008715
	ii) Registration Date	12/10/1994
	iii) Name of the Company	VIJI FINANCE LIMITED
	iv) Category / Sub-Category of the Company	Listed 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.) Tel No. : 0731-4246092 Email: info@vijifinance.com website:www.vijifinance.com
	vi) Whether listed company Yes / No	Yes
	vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	**Ankit Consultancy Pvt. Ltd.** SEBI REG. No. INR 000000767 60, Electronic Complex, Pardeshipura Indore- 452010 (M.P.) Tel.:0731-2551745, 2551746 Fax:0731-4065798 Email: ankit_4321@yahoo.com 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	% of total turnover of the company
1	Other financial service activities, except insurance and pension funding activities, n.e.c.	64990	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 11/2, USHA GANJ, 2ND FLOOR, Indore-452001 (M.P.)	U45201MP1999PTC013494	Wholly Owned Subsidiary Company	100%	Section 2(87)(ii)
2	VIJI HOUSING FINANCE LIMITED 11/2, USHA GANJ, 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 01st April 2017)				No. of Shares held at the end of the year (As on 31st March, 2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	55529432	0	55529432	74.04%	59350992	0	59350992	71.94%	(2.10%)
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any Other									
Sub-total (A) (1):-	**55529432**	**0**	**55529432**	**74.04%**	**59350992**	**0**	**59350992**	**71.94%**	**(2.10)%**
(2) Foreign									
a) NRIs - Individuals									
b) Other– Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other									
Sub-total (A) (2):-	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**55529432**	**0**	**55529432**	**74.04%**	**59350992**	**0**	**59350992**	**71.94%**	**(2.10)%**
B.Public Shareholding									
1. Institutions									
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) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1578154	141000	1719154	2.29%	2408888	155100	2563988	3.11%	0.82%
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1775461	1890000	3665461	4.89%	9094235	1974700	11068935	13.42%	8.53%

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	13276711	646000	13922711	18.56%	8524916	436000	8960916	10.86%	(7.70%)
c) Others									
1.NRI	66349	0	66349	0.09%	113922	0	113922	0.14%	0.05%
2.Clearing Member	96893	0	96893	0.13%	441247	0	441247	0.53%	0.40%
Sub-total (B)(2):-	**16793568**	**2677000**	**19470568**	**25.96%**	**20583208**	**2565800**	**23149008**	**28.06%**	**2.10%**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**16793568**	**2677000**	**19470568**	**25.96%**	**20583208**	**2565800**	**23149008**	**28.06%**	**2.10%**
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	**72323000**	**2677000**	**75000000**	**100.00%**	**79934200**	**2565800**	**82500000**	**100.00%**	**0**

(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	41635932	55.52%	0.00	44118142	53.48	0.00	(2.04)
2	Shilpa Kothari	13143500	17.52%	0.00	14407850	17.46	0.00	(0.06)
3	Manish Tambi	375000	0.50%	0.00	412500	0.50%	0.00	0.00
4	Neha Tambi	375000	0.50%	0.00	412500	0.50%	0.00	0.00
	Total	**55529432**	**74.04%**	**0.00**	**59350992**	**71.94%**	**0.00**	**(2.10)%**

(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	55529432	74.04%	55529432	74.04%
	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):	Date wise increase/Decrease mentioned in the table given below			
	At the End of the year	59350992	71.94%	59350992	71.94%

S. No.	Name of Promoter	Shareholding		Date wise increase /decrease in Promoter's Shareholding	Increase/ Decrease in Share-holding	Reason	Cumulative Shareholding during the year	
-	-	No. of Shares at the beginning /end of the year	% of total shares of the company	-	-	-	No. of Shares	% of total share of the company
01	Vijay Kothari	41635932	55.52	-	-	-	41635932	55.52
-	-	-	-	08.08.2017	4163593	Allotment of Bonus	45799525	55.51
-	-	-	-	18.10.2017	-169462	Sale	45630063	55.30
-	-	-	-	25.10.2017	-203441	Sale	45426622	55.06
-	-	-	-	26.10.2017	-83042	Sale	45343580	54.96
-	-	-	-	27.10.2017	-380236	Sale	44963344	54.50
-	-	-	-	30.10.2017	-205000	Sale	44758344	54.25
-	-	-	-	23.02.2018	-100000	Sale	44658344	54.13
-	-	-	-	26.02.2018	-65000	Sale	44593344	54.05
-	-	-	-	28.02.2018	-35000	Sale	44558344	54.01
-	-	-	-	01.03.2018	-338121	Sale	44220223	53.60
-	-	-	-	05.03.2018	-100820	Sale	44119403	53.48
-	-	-	-	09.03.2018	-1261	Sale	44118142	53.48
-	At the end of the year (31.03.2018)	44118142	53.48	-	-	-	44118142	53.48
02	Shilpa Kothari	13143500	17.52	-	-	-	13143500	17.52
-	-	-	-	08.08.2017	1314350	Allotment of Bonus	14457850	17.52
-	-	-	-	06.03.2018	-50000	Sale	14407850	17.46
-	At the end of the year (31.03.2018)	14407850	17.46	-	-	-	14407850	17.46
03	Manish Tambi	375000	0.50	-	-	-	375000	0.50
-	-	-	-	08.08.2017	37500	Allotment of Bonus	412500	0.50
-	At the end of the year (31.03.2018)	412500	0.50	-	-	-	412500	0.50
04	Neha Tambi	375000	0.50	-	-	-	375000	0.50
-	-	-	-	08.08.2017	37500	Allotment of Bonus	412500	0.50
-	At the end of the year (31.03.2018)	412500	0.50	-	-	-	412500	0.50

(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 01.04.2017	% of total shares of the company				No. of Shares	% of total share of the company
01	NITIN N SANGHRAJKA	749000	1.00%	01.04.2017	-	-	-	-
		-	-	08.08.2017	74900	Allotment of Bonus	823900	1.00%
		-	-	09.02.2018	(100000)	Sale	723900	0.88%
	At the end of the year (31.03.2018)	723900	0.88%		-		723900	0.88%
02	VARSHA N SANGHRAJKA	749000	1.00%	01.04.2017	-	-	-	-
		-	-	08.08.2017	74900	Allotment of Bonus	823900	1.00%
		-	-	09.02.2018	(100000)	Sale	723900	0.88%
	At the end of the year (31.03.2018)	723900	0.88%		-		723900	0.88%
03	SUMPOORNA PORTFOLIO LIMITED	-	-	01.04.2017	-	-	-	-
		8374	0.01%	09.03.2018	425000	Purchase (Joined Top ten w.e.f 09.03.2018)	433374	0.53%
	At the end of the year (31.03.2018)	433374	0.53%		-		433374	0.53%
04	RIDDHESH HASMUKH SHAH	-	-	01.04.2017	-	-	-	-
		238759	0.29%	31.03.2018	(Joined Top ten w.e.f 31.03.2018)		238759	0.29%
	At the end of the year (31.03.2018)	238759	0.29%		-		238759	0.29%
05	SANJAY SAHA HUF	-	-	01.04.2017	-	-	-	-
		0	0.00	23.02.2018	300000	Purchase joined top ten w.e.f. 23.02.2018	300000	0.36%
		-	-	09.03.2018	851080	Purchase	1151080	1.39%
		-	-	16.03.2018	(25845)	Sale	1125235	1.36%
	At the end of the year (31.03.2018)	1125235	1.36%		-		1125235	1.36%
06	MAHESH BAJAJ	649000	0.86%	01.04.2017	-	-	649000	0.86%
		-	-	08.08.2017	64900	Allotment of Bonus	713900	0.86%
	At the end of the year (31.03.2018)	713900	0.86%		-		713900	0.86%
07	NITIN BAJAJ	649000	0.86%	01.04.2017	-	-	649000	0.86%
		-	-	08.08.2017	64900	Allotment of Bonus	713900	0.86%
	At the end of the year (31.03.2018)	713900	0.86%		-		713900	0.86%

08	MONIKA PATNI	1000000	1.33%	01.04.2017	-	-	1000000	1.33%
		-	-	08.08.2017	100000	Allotment of Bonus	1100000	1.33%
		-	-	09.03.2018	(225000)	Sale	875000	1.06%
	At the end of the year (31.03.2018)	875000	1.06%	-			875000	1.06%
09	SEJAL R SHAH	-	-	01.04.2017	-	-	-	-
		241700	0.29%	09.02.2018	(Joined Top ten w.e.f 09.02.2018)		241700	0.29%
		Removed from Top Ten w.e.f. 16.02.2018		16.02.2018	200061	Sale	41639	0.05%
		241700	0.29%	02.03.2018	(Joined Top ten w.e.f. 02.03.2018)		241700	0.29%
	At the end of the year (31.03.2018)	241700	0.29%	-			241700	0.29%
10	SIDDHANT SHARMA	-	-	01.04.2017	-	-	-	-
		404250	0.49%	19.01.2018	(Joined Top ten w.e.f. 19.01.2018)		404250	0.49%
	At the end of the year (31.03.2018)	404250	0.49%	-			404250	0.49%

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
01	Manish Tambi (Whole Time Director)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	375000	0.50%	375000	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):	Allotment of 37500 Bonus Shares on 08.08.2017	0.04%	412500	0.50%
	At the End of the year	412500	0.50%	412500	0.50%

Mr. Manish Tambi resigned from the post of Whole Time Director of the Company W.e.f. 07.05.2018.

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
02	Vijay Kothari (Director)	No. of shares of the company	% of total shares	No. of shares	% of total shares of the company
	At the beginning of the year	41635932	55.52%	41635932	55.52%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Details mentioned in the table below			
	At the End of the year	44118142	53.48%	44118142	53.48%

-	-	No. of Shares at the beginning/ end of the year	% of total shares of the company	-	-	-	No. of Shares	% of total share of the company
	Vijay Kothari	41635932	55.52	-	-	-	41635932	55.52
-	-	-	-	08.08.2017	4163593	Allotment of Bonus	45799525	55.51
-	-	-	-	18.10.2017	-169462	Sale	45630063	55.30
-	-	-	-	25.10.2017	-203441	Sale	45426622	55.06
-	-	-	-	26.10.2017	-83042	Sale	45343580	54.96
-	-	-	-	27.10.2017	-380236	Sale	44963344	54.50
-	-	-	-	30.10.2017	-205000	Sale	44758344	54.25
-	-	-	-	23.02.2018	-100000	Sale	44658344	54.13
-	-	-	-	26.02.2018	-65000	Sale	44593344	54.05
-	-	-	-	28.02.2018	-35000	Sale	44558344	54.01
-	-	-	-	01.03.2018	-338121	Sale	44220223	53.60
-	-	-	-	05.03.2018	-100820	Sale	44119403	53.48
-	-	-	-	09.03.2018	-1261	Sale	44118142	53.48
-	At the end of the year (31.03.2018)	44118142	53.48	-	-	-	44118142	53.48

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
03	**Suresh Singh Jain (Independent Director)**	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	**Hiren Kamdar (Independent Director)**	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	**Juhee Verma (Independent Director)**	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

Mrs. Juhee Verma was appointed as an Additional Independent Director of the Company w.e.f. 31.01.2018.

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
06	**Siddhant Sharma (Chief Financial officer)**	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	367500	0.49%	367500	0.49%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Allotment of 36750 Bonus Shares on 08.08.2017	0.04%	404250	0.49%
	At the End of the year	404250	0.49%	404250	0.49%

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
07	**Stuti Sinha (Company Secretary)**	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

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amt. in Rs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	31,65,871	2,26,19,006	Nil	25,784,877
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	**31,65,871**	**2,26,19,006**	**Nil**	**25,784,877**
Change in Indebtedness during the financial year				
• Addition	Nil	2,66,13,000	Nil	2,66,13,000
• Reduction	5,90,246	2,46,36,436	Nil	2,52,26,682
Net Change	**(5,90,246)**	**19,76,564**	**Nil**	**13,86,318**
Indebtedness at the end of the financial year				
i) Principal Amount	25,75,625	2,45,95,570	Nil	2,71,71,195
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	**25,75,625**	**2,45,95,570**	**Nil**	**2,71,71,195**

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/WTD/ Manager	Total Amount
		Manish Tambi Whole Time Director	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission		
	- as % of profit	Nil	Nil
	- Others, specify…		
5.	Others, please specify	Nil	Nil
	Total (A)	Nil	Nil
	Ceiling as per the Act	Nil	Nil

***Mr. Manish Tambi (DIN: 00172883) resigned from the post of Whole Time Director of the Company w.e.f. 07.05.2018.**

B. Remuneration to other Directors :

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

Note: Mrs. Juhee Verma was appointed as an Additional as well as Independent Director of the Company w.e.f. 31.01.2018 and Mrs. Roshani Maheshwari resigned from the post of Independent Director w.e.f. 31.01.2018.

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary (Ms. Stuti Sinha)	CFO (Mr. Siddhant Sharma)	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	2,25,000/- Nil Nil	3,00,000/- Nil Nil	5,25,000/- Nil Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - as % of profit - Others, specify…	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
	Total	**2,25,000/-**	**3,00,000/-**	**5,25,000/-**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Place: Indore
Date 31.08.2018

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

Vijay Kothari
Managing Director
DIN: 00172878

Juhee Verma
Director
DIN: 07691682

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 (01.04.2017 to 31.03.2018)	Same as holding Company (01.04.2017 to 31.03.2018)
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	(16,88,550)	(2,96,474)
Total assets	31,65,346	8,00,276
Total Liabilities	45,53,896	96,750
Investments	0.00	0.00
Turnover	0.00	0.00
Profit/(loss) before taxation	(16,313)	(16,496)
Provision for taxation	(4915)	2,21,988
Profit/(loss) after taxation	(11,398)	(2,38,484)
Proposed Dividend	Nil	Nil
Extent of shareholding (in percentage)	100%	100%

Note: -

1. Names of subsidiaries which are yet to commence operations:- Viji Housing Finance Limited is yet to commence operations at the end of financial year 31.03.2018.
2. Names of subsidiaries which have been liquidated or sold during the year:- No subsidiaries are liquidated or sold during the financial year.

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

Juhee Verma
Director
(DIN: 07691682)

Vijay Kothari
Managing Director
(DIN: 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.

1.	Details of contracts or arrangements or transactions not at Arm's length basis.	Details
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

2.	Details of Material contracts or arrangements or transactions at Arm's length basis	Details
a)	Name (s) of the related party & nature of relationship	Vijay Kothari (Managing Director of Company)
b)	Nature of contracts/arrangements/transaction	Unsecured Loan received in ordinary course of business and on 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. Transaction value during the financial year 2017-2018 Loan taken Rs. 2,66,13,000/- Loan repaid Rs. 2,46,36,436/- Interest paid – NIL
e)	Date(s) of approval by the Board	Since unsecured loan is in the ordinary course of business and are 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: 31.08.2018
Place: Indore

Vijay Kothari
Managing Director
DIN:00172878

Juhee Verma
Director
DIN: 07691682

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

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	Nil	Nil

Note: No remuneration was paid to any Director in the financial year 2017-18

(II) The percentage increase in the remuneration of each Director, CFO & Company Secretary in the financial year 2017-18 is as follows:

S.No	Name of Person	Designation	% increase in Remuneration
1	Manish Tambi	Whole Time Director	No remuneration was given during the year.
2	Siddhant Sharma	CFO	5.26%
3	Stuti Sinha	Company Secretary	13.64%

Details of percentage increase in remuneration in case of Non-executive directors and Non-executive Independent director's is not given, as no remuneration/sitting fee/commission is paid to them.

(III) The Percentage increase in the median remuneration of all employees in the financial year: 97.74 %

(IV) The Number of permanent employees on the rolls of the Company:
Total Number of employees: 3

(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.
There was a increase of 69.90% in the salaries of employees during the financial year as compare to the last financial year 2017

(VI) Affirmation:
The Board affirms remuneration is as per remuneration policy of the Company.

(VII) 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:-

PARTICULARS	1	2
Name of Employee	**SIDDHANT SHARMA**	**STUTI SINHA**
Designation of the employee	Chief Financial Officer	Company Secretary & Compliance Officer
Remuneration received	Rs. 3,00,000/-	Rs. 2,25,000/-
Nature Of Employment, Whether Contractual Or Otherwise	Otherwise	Otherwise
Qualification	B.Com, MBA (Finance)	B.Com & Company Secretary
Experience	6 Years	2 Years
Date of Commencement Of Employment	08/08/2014	01/04/2016
Age of employee	24 years	24 years
The last employment held by such employee before joining the company	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	104250 Equity Shares (0.13%)	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	N.A	N.A

FORM NO. MR-3 **ANNEXURE - F**

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial 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 **1st April 2017 to 31st March, 2018** 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 31st March, 2018 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.
(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;
  (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)*;
  (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 as amended from time to time.
  (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 Secretarial Standards on Meeting of Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2), issued by The Institute of Company Secretaries of India.

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 subject to the following observation:-

Penalty of Rs. 21,600/- and Rs. 23,600/- was levied by Bombay Stock Exchange Limited and National Stock Exchange of India Limited respectively on account of delay of in completion of Bonus issue.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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 year under report, the company has not undertaken event/action having a major bearing in the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above issue of Bonus Shares by Company in the proportion of 1:10 fully paid up equity shares of Re. 1/- each after obtaining approval from Members in Annual General Meeting held on Monday, 31st July, 2017.

For Ramesh Chandra Bagdi & Associates
Company Secretaries

Ramesh Chandra Bagdi
Proprietor
FCS: 8276, C P No 2871
Place: Indore
Dated: 31.08.2018

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.

ANNEXURE to Secretarial Audit 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: 31.08.2018

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Economic Outlook

The year 2017-18 saw large scale reform initiatives come into full force. Goods and Service Tax (GST) was out on schedule on July 1st, 2017. This has created a single market for provider of goods and services. A single tax on transactions will aid GDP Growth by reducing the cost of doing business. Thus, India continued to witness steady economic growth despite a volatile internal and weak external environment. Improvement in commodity prices like oil, low fiscal deficit, increase in inflation while still staying at a comfortable level, appreciation of the rupee v/s the dollar, passage of GST and the after effects of the demonetisation exercise all resulted in a mixed bag for the Indian economy.

India's financial services sector comprises of commercial banks / co-operative banks, non-banking financial companies, insurance companies, pension / mutual funds and other various entities. It is undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities such as payments bank entering the sector. The Government is taking various initiatives for the development of this sector. NBFCs especially those catering to the urban and rural poor namely NBFC-MFIs and Asset Finance Companies have a complimentary role in the financial inclusion agenda of the country. Further, some of the big NBFCs viz; infrastructure finance companies are engaged in lending exclusively to the infrastructure sector and some are into factoring business, thereby giving fillip to the growth and development of the respective sector of their operations. NBFCs have also carved niche business areas for them within the financial sector space and are also popular for providing customized products, for instance your Company providing second hand vehicle financing, mostly at the doorstep of the customer. In short, NBFCs bring the much needed diversity to the financial sector thereby diversifying the risks, increasing liquidity in the markets thereby promoting financial stability and bringing efficiency to the financial sector.

INDUSTRY STRUCTURE & DEVELOPMENT

The Non Banking Financial Company (NBFC) sector saw a larger stable outlook for Major NBFCs. From the perspective of larger financial system, Scheduled Commercial Bank continued to be the dominant players accounting for nearly 47 % (Forty Seven per cent) of the bilateral exposure followed by Asset Management Companies managing Mutual Funds (AMC-MFs), Non-Banking Financial Companies (NBFCs), Insurance Companies, Housing Finance Companies (HFCs) and All-India Financial Institution (AIFIs).

OPPORTUNITIES

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.

THREATS

Being an NBFC, the Company has to face various threats as under mentioned:

- High cost of funds
- Slow industrial growth
- Stiff competition with NBFCs as well as with banking sector
- Non-performing assets
- Competition from Captive finance companies and small banks

SEGMENT-WISE PERFORMANCE

The Company operates only in one segment i.e. Finance services.

INDUSTRY OUTLOOK

The market share of non-bank finance companies (NBFCs) would continue to expand. The expansion would be supported by NBFCs' ability to customise products, price the risk and manage ultimate credit costs, especially related to small-ticket loans, viz., microfinance, light commercial vehicle (CV), used CV, small-ticket housing loans and loan against property. However, competition is likely to intensify in certain segments such as large-ticket housing, new heavy CV and large-ticket loan against property. Thus, risk-adjusted pricing may come under pressure. As the transition to the formalisation gains momentum, many NBFC borrowers may turn poachable and creditworthy for banks.

The markets will continue to grow and mature leading to differentiation of products and services. Each financial intermediary will have to find its niche in order to add to consumers. The Company is cautiously optimistic in its outlook for the year 2018-19.

RISKS & CONCERNS

The Company is exposed to variety of risks such as credit risk, economy risk, interest rate risk, liquidity risk and cash management risk, among others. During the course of the business, we are exposed to various risks. The objective of risk management systems is to measure and monitors the various risks that we are subjected to and implement policies and procedures to address these. We continue to improve our operating processes and risk management systems that will further enhance our ability to manage these risks.

- **Operational risk**
  The risk of direct or indirect loss due to the failure of systems, people or processes, or due to external events is broadly defined as operational risk.
- **Credit risk**
  Failure of any counterparty to abide by the terms and conditions of any financial contract with us gives rise to credit risk. We aim to reduce credit risk through a rigorous loan approval and collateral appraisal process, well as a strong NPA monitoring and collection strategy.
- **Market risk**
  Market risk refers to potential losses arising from the movement in market values of interest rates in our business. The objective of market risk management is to avoid excessive exposure to the volatility inherent in financial instruments. Our majority borrowings, and all the loans and advances are at fixed rates of interest. This minimises our interest rate risk.
- **Liquidity risk**
  Liquidity risk is the risk of being unable to raise funds from the market at optimal costs to meet operational and debt servicing requirements. The purpose of liquidity management is to ensure sufficient cash flow to meet all financial commitments and to capitalise on opportunities for business expansion.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

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

We are a dynamic and progressive group that actively fosters a challenging work environment and encouraging entrepreneurship. We groom leaders to drive our future in knowledge intensive, people driven business, such as, ours. We strive towards creating an empowering environment to support the development of highly motivated and skilled professionals in their pursuit of excellence. Our organization has three (3) employees and with trust being the critical part of our business belief, we lay strong emphasis on integrity, teamwork, innovation, performance and partnership.

Our organization is committed and focused on identifying and retaining the right talent to meet the overall business strategy and objective. The broad range of activity includes viz. robust manpower planning process in line with the business objective, enhancement of employee skill-sets by identifying training and development needs, retention programmes, reward and recognition, learning and development.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO 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

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include changes in Government regulations, tax regimes, economic developments within India and other countries within which the Company conducts business and other factors such as litigation and labour negotiations. The Company is not under any obligation to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments, information or events.

Sustained strong performance by any company is directly linked to an organization's philosophy and levels of Corporate Governance. Keeping this important reality in view, Your Company has always placed major thrust on managing its affairs with diligence, transparency, responsibility and accountability.

REPORT ON CORPORATE GOVERNANCE

The Directors present a 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 Regulations") for the year ended March 31, 2018 is given below:

I. 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:

II. 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, 2018 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("the Act").

(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, 2018. 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 (DIN: 00172878)	Promoter & Managing Director*	1	4	-	-
Mr. Manish Tambi (DIN: 00172883)	Whole Time Director*	-	4	-	-
Mr. Suresh Singh Jain (DIN: 03584190)	Independent/Non Executive Director	-	1	2	2
Mr. Hiren Kamdar (DIN: 03584178)	Independent/Non Executive Director	-	4	-	2
Ms. Roshani Maheshwari (DIN: 06872862)	Independent/Non Executive Director*	-	1	-	2
Ms. Juhee Verma (DIN: 07691682)	Independent/Non Executive Director*	1	1	-	2

- *Mr. Vijay Kothari (DIN: 00172878) was appointed as the Managing Director of the Company w.e.f. 07.05.2018.
- *Mr. Manish Tambi (DIN: 00172883) resigned from the post of Whole Time Director of the Company w.e.f. 07.05.2018.
- Mrs. Juhee Verma (DIN 07691682) was appointed as an Additional Independent Director of the Company w.e.f 31.01.2018.
- Ms. Roshani Maheshwari (DIN: 06872862) resigned from the post of Directorship of the Company w.e.f. 31.01.2018.

- 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 2017-18 and the last Annual General Meeting held on 31st July, 2017.

During the Financial Year 2017-18 Seven Board Meetings were held. 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 given below:

May 30th 2017, June 10th 2017, June 22nd 2017, August 8th 2017, August 14th 2017, November 14th 2017 & January 31st 2018.

Name of Director	Category	Meeting held during the tenure of the	Meeting attended Director held on 31.07.2017	Attendance at the last AGM
Mr. Vijay Kothari* (DIN 00172878)	Promoter & Managing Director	7	7	No
Mr. Manish Tambi* (DIN 00172883)	Whole Time Director	7	7	Yes
Mr. Suresh Singh Jain (DIN 03584190)	Independent/Non Executive Director	7	7	Yes
Mr. Hiren Kamdar (DIN 03584178)	Independent/Non Executive Director	7	7	Yes
Mrs. Roshani Maheshwari (DIN 06872862)*	Independent/Non Executive Director	7	7	No
Mrs. Juhee Verma* (DIN: 07691682)	Independent/Non Executive Director	0	0	Not Applicable

- Mr. Vijay Kothari (DIN: 00172878) was appointed as the Managing Director of the Company w.e.f. 07.05.2018.
- Mr. Manish Tambi (DIN: 00172883) resigned from the post of Whole Time Director of the Company w.e.f. 07.05.2018.
- Mrs. Juhee Verma (DIN 07691682) was appointed as an Additional Independent Director of the Company w.e.f 31.01.2018.
- Mrs. Roshani Maheshwari (DIN: 06872862) resigned from the post of Directorship of the Company w.e.f. 31.01.2018.

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.

III. RELATIONSHIP BETWEEN DIRECTORS

There is no inter-se relationship among the directors.

IV. EQUITY SHAREHOLDING OF THE NON-EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS IN THE COMPANY AS ON 31ST MARCH, 2018:

S.No.	Name of Director	No. of shares
01	Mr. Vijay Kothari* (DIN: 00172878)	44118142
02	Mr. Hiren Kamdar (DIN: 03584178)	Nil
03	Mr. Suresh Singh Jain (DIN: 03584190)	Nil
04	Mrs. Juhee Verma (DIN: 07691682)	Nil

Mr. Vijay Kothari (DIN: 00172878) was appointed as the Managing Director of the Company w.e.f. 07.05.2018.

V. THE DETAILS OF FAMILIARISATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS:

Your Company has in place Familiarization Programs for Independent Directors of the Company to provide insights into the Company's Business to enable them contribute significantly to its success. The Senior Management makes presentations periodically to familiarize the Independent Directors with the strategy operations and functions of the Company. The details of the familiarization program of the independent directors are available on the website of the Company at the web link: http://vijifinance.com/wp-content/uploads/2018/07/Familiarisation-Programmes.pdf

VI. 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 22nd January, 2018 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
Mrs. Roshani Maheshwari (DIN: 06872862)*	1	1
Mr. Hiren Kamdar (DIN: 03584178)	1	1
Mr. Suresh Singh Jain (DIN: 03584190)	1	1

- Mrs. Roshani Maheshwari (DIN: 06872862) resigned from the post of Directorship of the Company w.e.f. 31.01.2018.

VII. AUDIT COMMITTEE

Pursuant to the Companies Act, 2013 and Listing Regulations, the Company has an Independent Audit Committee. The Composition, Procedure, Role/Function of the committee complies 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, and 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 2017-18

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

May 30th 2017, August 14th 2017, November 14th 2017 & January 31st 2018.

Members	Category	Meetings held during the year	Meetings Attended
Mr. Suresh Singh Jain Chairman (DIN: 03584190)	Independent/Non Executive Director	4	4
Mrs. Roshani Maheshwari (DIN: 06872862)	Independent/Non Executive Director	4	4
Mr. Hiren Kamdar (DIN: 03584178)	Independent/Non Executive Director	4	4

The Chairman of the Audit Committee, Mr. Suresh Singh Jain was present at 23rd Annual General Meeting held on 31st July, 2017 to address the shareholder's queries pertaining to Annual Accounts of the Company.

Mrs. Roshani Maheshawri ceased from Directorship of the Company w.e.f. 31st January, 2018 on account of resignation from the board of the Company, accordingly she also ceased from membership of the Committee from above said date. Board of Directors in their Board meeting held on 31st January, 2018 appointed Mrs. Juhee Verma as additional as well as independent director and member of Committee. Accordingly Audit Committee was re-constituted comprising of Mr. Suresh Singh Jain, Mr. Hiren Kamdar and Mrs. Juhee Verma Non Executive Independent Directors. All the members of the committee, including committee Chairman are independent director. All the members of the committee are financial literate.

VIII. NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the Companies Act, 2013 and SEBI Listing Regulations, the Company has a Nomination and Remuneration Committee. All the members of the committee, including committee Chairman are independent director. The Composition, Procedure, Role/Function of the committee complies with the requirements of the Companies Act, 2013 as well as SEBI Listing Regulations are given below:-

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 2017-18

During the year the committee met on two occasions during the year viz., 14th November, 2017 & 31st January, 2018

Members	Category	Meetings held during the year	Meetings Attended
Mr. Suresh Singh Jain Chairman (DIN: 03584190)	Independent/Non Executive Director	2	2
Mrs. Roshani Maheshwari (DIN: 06872862)	Independent/Non Executive Director	2	2
Mr. Hiren Kamdar (DIN: 03584178)	Independent/Non Executive Director	2	2

Mrs. Roshani Maheshawri ceased from Directorship of the Company w.e.f. 31st January, 2018 on account of resignation from the board of the Company, accordingly she also ceased from membership of the Committee from above said date. Board of Directors in their Board meeting held on 31st January, 2018 appointed Mrs. Juhee Verma as additional as well as independent director and member of Committee. Accordingly Nomination and Remuneration Committee was re-constituted comprising of Mr. Suresh Singh Jain, Mr. Hiren Kamdar and Mrs. Juhee Verma Non Executive Independent Directors. All the members of the committee, including committee Chairman are independent director. All the members of the committee are financial literate.

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. Detail procedure and manner reported in the Board Report.

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 is available on the website of the Company at the Web Link www.vijifinance.com

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

5. Remuneration Paid to Directors during 2017-18:

- No Remuneration/Sitting Fees was paid to any Director of the Company during the financial year
- The company has not provided any bonuses/stock options/pension etc. to its directors.
- Details of fixed component and performance linked incentives along with the performance criteria- Nil.
- The Company does not have service contract with any of its directors. Notice period of minimum 30 days has been fixed for directors. Further, the Company does not pay any severance fee.

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 23rd Annual General Meeting held on 31st July, 2017.

IX. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee looks into grievances of shareholders regarding transfer of Equity Shares/transmission of Equity Shares and other allied connected matters and redresses them expeditiously in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015.

1. Composition and Attendance of Members at the Meetings of the Stakeholders Relationship Committee held during 2017-18

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

May 30th 2017, August 14th 2017, November 14th 2017 & January 31st 2018.

Members	Category	Meetings held during the year	Meetings Attended
Mr. Suresh Singh Jain Chairman (DIN: 03584190)	Independent/Non Executive Director	4	4
Mrs. Roshani Maheshwari (DIN: 06872862)	Independent/Non Executive Director	4	4
Mr. Hiren Kamdar (DIN: 03584178)	Independent/Non Executive Director	4	4

Mrs. Roshani Maheshawri ceased from Directorship of the Company w.e.f. 31st January, 2018 on account of resignation from the board of the Company, accordingly she also ceased from membership of the Committee from above said date. Board of Directors in their Board meeting held on 31st January, 2018 appointed Mrs. Juhee Verma as additional as well as independent director and member of Committee. Accordingly Stakeholders Relationship Committee was re-constituted comprising of Mr. Suresh Singh Jain, Mr. Hiren Kamdar and Mrs. Juhee Verma Non Executive Independent Directors. All the members of the committee, including committee Chairman are independent director. All the members of the committee are financial literate.

All the members of the committee, including Chairman are independent director.

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
Telephone No.: 0731-4246092

3. During the year under review (8) Eight 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 23rd Annual General Meeting held on 31st July, 2017.

X. 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 at various levels across the Company.

XI. GENERAL BODY MEETINGS

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

Financial Year	Location	Date	Time
2016-17 – 23rd Annual General Meeting	At Regd. Office at 11/2, Usha Ganj, Jaora Compound, Indore M.P.	31.07.2017	10.00 A.M.
2015-16 – 22nd 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 - 21st Annual General Meeting	At Regd. Office at 11/2, Usha Ganj, Jaora Compound, Indore M.P.	17.09.2015	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.

(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.

(iv) Extra-ordinary General Meeting

During the Financial Year 2017-18, no Extra-ordinary General Meeting was held.

XII. CODE FOR PREVENTION OF INSIDER TRADING PRACTICES:

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, 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.

XIII. MANAGEMENT DISCUSSION AND ANALYSIS:

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

XIV. 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.

XV. 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:- www.vijifinance.com

The quarterly, half-yearly and annual financial results are published in widely circulated newspapers such as The Free Press (English) & Choutha Sansar (Hindi) in compliance with Regulation 47 of the Listing Regulations. These are not sent individually to the shareholders.

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 presentation, if any made to the investor/analyst are placed to the website of the company www.vijifinance.com

XVI. GENERAL SHAREHOLDER INFORMATION

AGM: Date, Time and Venue	Friday 28th September, 2018 at 10.00 A.M. Venue of the meeting: 11/2, Usha Ganj, Jaora Compound, Indore M.P. Last date for receipt of proxy forms: 26th September, 2018
Financial Year	The financial year covers the period from 1st April, to 31st March
Financial year reporting for 2018-19:- 1st Quarter ending 30th June, 2018 2nd Quarter ending 30th September, 2018 3rd Quarter ending 31st December 2018 4th Quarter ending 31st March, 2019	 Second fortnight of August, 2018 Second fortnight of November, 2018 Second fortnight of February , 2019 Before 30th May, 2019
Dividend Payment Date	Dividend of Rs. 0.01/- (1%) per shares having a face value of Re.1/- for the year 2017-18 has been recommended by the Board of Directors will be paid to the Shareholders if approved at the ensuing Annual General Meeting . Dividend will be paid within 30 days from the date of AGM.
Date of Annual Book Closure (Both days inclusive)	Saturday 15th Day of September, 2018 to Monday 17th Day of September, 2018 [Both days inclusive]

Registered Office	11/2, Usha Ganj, Jaora Compound, Indore M.P. -452001
Listing on Stock Exchanges	**The Bombay Stock Exchange Limited** 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 (M.H.) **The National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla Complex, Bandra(East), Mumbai-400051(M.H.) **The Calcutta Stock Exchange Limited** 4, Lyons Range, Dalhousie, Murgighata, B B D Bagh, Kolkata, West Bengal 700001
Listing Fees	The Company has paid the Annual Listing Fees for the year 2018-19 to the all Stock Exchanges were securities are listed.
Stock Code – ISIN Code- CIN-	Bombay Stock Exchange Limited (537820) National Stock Exchange of India Limited (VIJIFIN) INE159N01027 L65192MP1994PLC008715
Market Price Data: High/Low During each month in the last Financial Year.	As per attached **Table-1**
Relative Performance of Share Price V/S. BSE & NSE Sensex	As per attached **Table-2**
Suspension of Securities	Nil
Registrar and Transfer Agents (For Physical & Demat Shares)	Ankit Consultancy Pvt. Ltd. SEBI REG. No. INR 000000767 60, Electronic Complex, Pardeshipura Indore- 452010 (M.P.) Tel.:0731-2551745, 2551746 Fax:0731-4065798 Email: ankit_4321@yahoo.com 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 31.03.2018	As per attached **Table-3**
Dematerialization of Shares & liquidity	7,99,34,200 Shares are Dematerialized (as on 31.03.2018 i.e. 96.89% of total Shares viz.; 8,25,00,000 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: VIJI Finance Limited 11/2, Usha Ganj, Jaora Compound, Indore M.P. Phone: 0731-4246092 Email : info@vijifinance.com website www.vijifinance.com
Shareholding Pattern as on 31.03.2018	As per attached **Table-4**

XVII. SUBSIDIARY COMPANIES

Regulation 16(1)(c) of the Listing Regulations defines a "material subsidiary" to mean a subsidiary, whose income or net worth exceeds twenty 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. The Listing Regulation mandates the appointment of at least one independent director of the listed parent company on the Board of unlisted material subsidiary companies in India. Under this definition the Company does not have any material subsidiary during the year under review. Company has voluntary appointed one independent director in both of its non-material subsidiary Companies.

The subsidiaries of the Company function independently, with an adequately empowered Board of Directors and adequate resources. The minutes of the Board Meetings of the subsidiary companies are placed before the Board of Directors on a quarterly basis. The financial statements of the subsidiary companies are presented to the Audit Committee at every quarterly meeting. The Company has also complied with other requirement of Regulation 24 of the Listing Regulations with regard to Corporate Governance requirements for Subsidiary Companies.

XVIII. DISCLOSURES:

(i) Policy for determining 'material' subsidiaries

Your Company has formulated a Policy for Determining 'Material' Subsidiaries as defined in Regulation 16 of the Listing Regulations. 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/policy-for-material-subsidiary.pdf

(ii) Materially Significant Related Party Transactions:

There are material related party transactions of the Company which does not have potential conflict with the interest of the Company at large. The details of related party transactions are reported in Notes to the financial statement.

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/wp-content/uploads/2018/07/related-party-policies-1.pdf

(iii) 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.

(iv) 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 2017-18 the Penalty of Rs. 21,600/- and Rs. 23,600/- was levied by Bombay Stock Exchange Limited and National Stock Exchange of India Limited respectively on account of delay of in completion of Bonus issue . Accordingly, the company had paid penalty as imposed by stock exchanges.

(v) Vigil Mechanism Policy

In accordance with Regulation 22 of the Listing Regulations, the Company has formulated a Whistle Blower policy which is also available on the website of the Company at http://vijifinance.com/wp-content/uploads/2018/07/Whistle-Blower.pdf. During the year under review, no employee was denied access to the Audit Committee.

(vi) 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.

(vii) 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. Chairman is elected in meeting.

During the year under review, the Auditors have provided an unmodified audit opinion on the financial statements of the Company.

Shareholders' Rights: As the quarterly, half yearly, financial performance and summary of significant events in last six-months are published in the newspapers and are also posted on the Company's website, the same are not mailed to the shareholders.

Reporting of Internal Auditor: The Internal Auditor reports directly to the Audit Committee.

(viii) 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.

TRANSFER UNPAID/UNCLAIMED AMOUNT DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The Ministry of Corporate Affairs ('MCA') has notified the provisions of Section 124 of the Companies Act, 2013 ('Act, 2013) and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF RULES") w.e.f. 07.09.2016.

Under Section 124(5) of the Companies Act, 2013, dividends that are unclaimed/un-paid for a period of seven years, are to be transferred statutorily to the Investor Education and Protection Fund (IEPF) administered by the Central Government. To ensure maximum disbursement of unclaimed dividend, the Company sends reminders to the concerned investors at appropriate intervals.

The Members of the Company who have not yet encashed their dividend warrant(s) for the F.Y. 2010-11 and onwards, may write to the Company's R & STA immediately.

Pursuant to Section 124(5) of the Companies Act, 2013, the unpaid dividends that are due for transfer to the Investor Education and Protection Fund are as follows:

Financial Year	Date of Declaration	Due date of transfer unpaid dividend to IEPF
2010-11	30.08.2011	05.10.2018
2011-12	11.09.2012	17.10.2019
2012-13	10.06.2013	16.07.2020
2013-14	09.09.2014	15.10.2021
2014-15	17.09.2015	23.10.2022
2015-16	26.09.2016	01.11.2023
2016-17	31.07.2017	05.09.2024

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company or its Registrar, for obtaining payments thereof at least 15 days before they are due for transfer to the said fund.

The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31.07.2017 (date of last AGM) on the Company's website at http://vijifinance.com/financial-report/ and on the website of the Ministry of Corporate Affairs at www.iepf.gov.in.

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 website of the Company at the Web-link:- http://vijifinance.com.cp-in-5.webhostbox.net/wp-content/uploads/2016/12/Code-of-Conduct-for-SM-KMP.pdf .

A certificate from the Managing 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.

MD & CFO CERTIFICATION

The Managing 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. Copy of said certificate is annexed with this report.

The Managing 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:

- **Proceeds from public issue, right issue, preferential issue, etc :** Not Applicable
- 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-on-Preservation-of-Documents.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, Vijay Kothari, Managing 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, 2018.

Place: Indore
Date: 31.08.2018

FOR **VIJI FINANCE LIMITED**

Vijay Kothari
(DIN: 00172878)
Managing Director

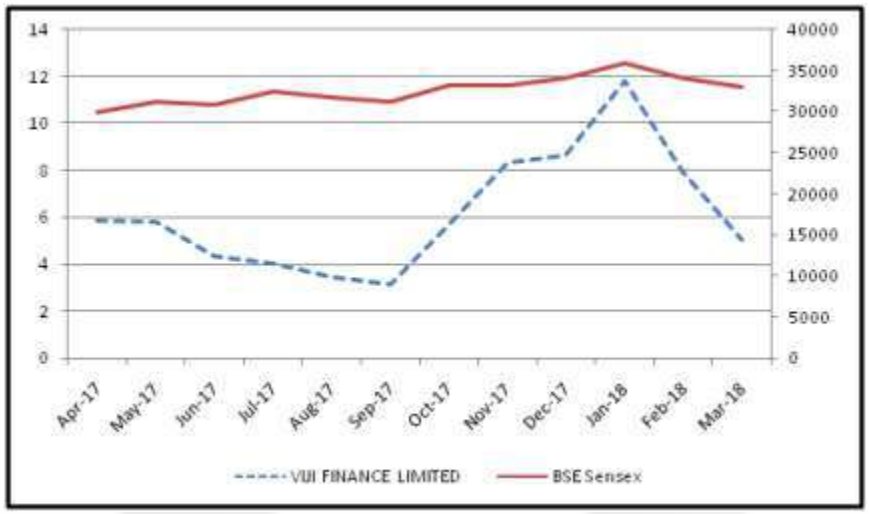
Table 1- Market Price Data:
April, 2017 to March, 2018 at BSE

Month	Apr-17	May-17	June-17	July-17	Aug-17	Sept-17	Oct-17	Nov-17	Dec-17	Jan-18	Feb-18	Mar-18
High	07.30	06.39	05.50	04.20	03.50	03.28	05.70	08.75	08.89	13.60	11.22	09.00
Low	05.52	05.12	04.28	04.00	03.29	03.12	03.27	05.40	07.71	08.22	06.05	04.57

April, 2017 to March, 2018 at NSE

Month	Apr-17	May-17	June-17	July-17	Aug-17	Sept-17	Oct-17	Nov-17	Dec-17	Jan-18	Feb-18	Mar-18
High	07.25	06.00	05.55	04.20	03.65	03.50	05.70	08.60	08.70	13.55	11.20	09.00
Low	05.50	05.00	04.40	03.75	03.65	03.50	03.80	05.60	07.75	08.20	06.20	04.60

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



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

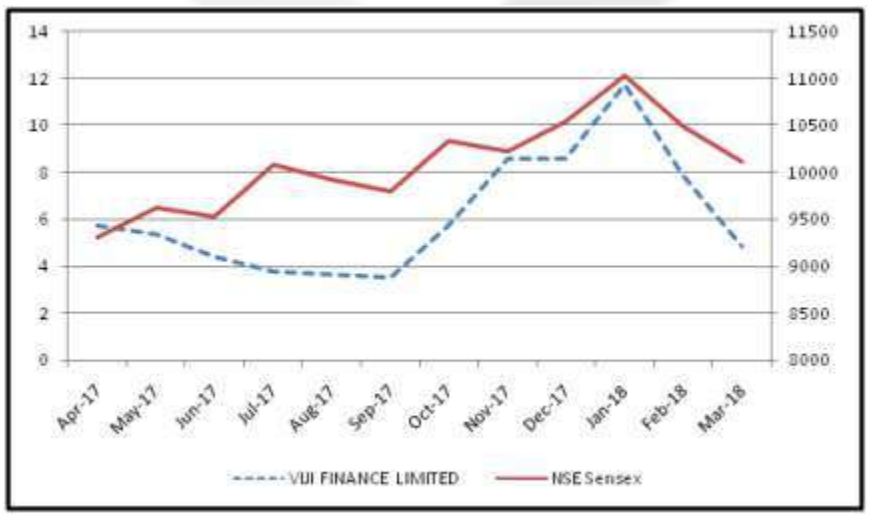


Table 3- Distribution of shareholding according to size class as on 31 March 2018

Category (Shares)	Share holders	% of Total Share holders	No. of Shares	% of Total Shares
Upto-1000	4916	76.17	1369086	1.66
1001-2000	497	7.70	762145	0.92
2001-3000	172	2.66	433803	0.52
3001-4000	89	1.38	319561	0.39
4001-5000	104	1.61	496016	0.60
5001-10000	394	6.10	2523754	3.06
10001-20000	125	1.94	1633048	1.98
20001-30000	38	0.59	945843	1.15
30001-40000	21	0.33	726230	0.88
40001-50000	16	0.25	747165	0.90
50001-100000	39	0.60	2554165	3.10
100000 ABOVE	43	0.67	69989184	84.84
Total	**6454**	**100**	**82500000**	**100**

Table 4- : SHAREHOLDING PATTERN AS AT 31ST MARCH 2018

Sr. No.	Particulars	No. of Shareholders	No. of Shares	% of holding
(A)	**Promoter Holding**			
	(a) Individuals			
	(b) Bodies Corporate	04	59350992	71.94%
	Sub-Total (A)	**04**	**59350992**	**71.94%**
(B)	**Public shareholding**			
	1). Institutions			
	(a) Mutual Funds/UTI			
	(b) Financial Institutions/Banks			
	(c) Foreign Portfolio Investor			
	(d) Insurance Companies			
	(e) Foreign Financial Institution			
	(f) Foreign Mutual Fund	0	0	0
	Sub-Total (B)(1)	**0**	**0**	**0**
2).	**Non-institutions**			
	(a) Bodies Corporate	126	2563988	3.11%
	(b) Individuals			
	I. Individual Shareholders holding nominal share capital up to 2 lac	6244	13386111	16.23%
	II. Individual Shareholders holding nominal share capital in excess of 2 lac	13	6643740	8.05%
	(c) Trusts			
	(d) Foreign National			
	(e) Hindu Undivided Family			
	(f) Foreign Companies			
	(g) NRI & OCB	28	113922	0.14%
	(h) Clearing Member	39	441247	0.53%
	Sub-Total (B)(2)	**6450**	**23149008**	**28.06%**
(B)	**Total Public Shareholding**	**6450**	**23149008**	**28.06%**
(C)	**Shares held by Custodians and against which Depository Receipts have been issued**	**0**	**0**	**0**
	Grand Total (A)+(B)+(C)	**6454**	**82500000**	**100%**

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 31st March 2018, 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 : **31.08.2018**

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 on 31st March 2018 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 listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year ended 31st March 2018, 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 listed entity 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 they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place: Indore

Date: 30.05.2018

FOR **VIJI FINANCE LIMITED**

Siddhant Sharma **Vijay Kothari (DIN: 00172878)**

Chief Financial Officer **Managing Director**

INDEPENDENT AUDITOR'S REPORT

To,
The Members,
VIJI FINANCE LIMITED
11/2,USHA GANJ,
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, 2018, and the Statement of Profit and Loss and Cash Flow Statement for the year ended **March 31, 2018** 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 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 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, 2018;
(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 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 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 31st March 2018 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 31st March 2018.

For: SPARK& Associates
Chartered Accountants
FRN:005313C

Pankaj Kumar Gupta
Partner
Membership No. 404644

Place: Indore
Date: May 30th, 2018

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 2018, 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. According to the information and explanations given to us, in respect of statutory dues:

(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, , cess and other material statutory dues except service tax were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.

Name of the Statute	Nature of the dues	Amount (Rs.)
Service Tax	Tax liability on Regular Assessment	1.62 Lakhs

(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 of cess, which have not been deposited on account of any dispute in various offices, of the Company as a whole as on 31st March, 2018.

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: May 30th, 2018

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, 2018.

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, 2018 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 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.

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 31st , 2018, 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 : 30th May 2018

ANNEXTURE TO THE AUDITORS REPORT OF EVEN DATED OF VIJI FINANCE LTD. INDORE ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2018.

1. The Company has obtained registration under section 45IA of the Reserve Bank of India Act, 1934 vide certificate no. 03-00080 Dt. 29th 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 31st March, 2018.

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 31st March, 2018.

AS PER **OUR REPORT ATTACHEDEVEN DATE**

For SPARK & Associates
Chartered Accountants
FRN: 005313C

Pankaj Kumar Gupta
Partner
Membership No.404644

Place: Indore
Date: May 30th, 2018

M/S VIJI FINANCE LIMITED

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

CIN : L65192MP1994PLC008715

STANDALONE BALANCE SHEET AS AT 31st MARCH, 2018

(Amount in Rs.)

	Notes	Current Year 31.03.2018	Previous Year 31.03.2017
I EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	8,25,00,000	7,50,00,000
(b) Reserves & Surplus	3	2,14,50,585	1,47,33,511
(2) Share Application Money Pending Allotment		-	-
(3) Non - Current Liabilities			
(a) Long Term Borrowings	4	19,95,668	26,06,336
(b) Deferred Tax Liabilities	5	-	3,75,820
(c) Other Long Term Liabilities		-	-
(d) Long Term Provision		-	-
(4) Current Liabilities			
(a) Short Term Borrowings	6	2,45,95,570	2,26,19,006
(b) Short Term Provisions	7	48,44,484	32,50,140
(c) Trade Payables		-	-
(d) Other Current Liabilities	8	34,64,777	21,95,931
Total Rs.		**13,88,51,084**	**12,07,80,744**
II ASSETS			
(1) Non- Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	9	30,30,989	34,42,675
(ii) Intangible Assets		-	-
(b) Non Current Investments	10	13,00,000	13,00,000
(c) Deferred Tax Asset	5	1,29,474	-
(d) Long Term Loans and Advances	11	12,97,19,377	10,84,58,311
(2) Current Assets			
(a) Current Investments	12	2,20,759	36,938
(b) Trade Receivables		-	-
(c) Cash & Cash Equivalents	13	42,34,835	75,06,409
(d) Short Term Loans and Advances	14	1,79,239	-
(e) Other Current Assets	15	36,411	36,411
Total Rs.		**13,88,51,084**	**12,07,80,744**
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 2018, Indore

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

Juhee Verma
Director
DIN : 07691682

Vijay Kothari
Managing 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

STANDALONE STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2018

(Amount in Rs.)

		Notes		Current Year 31.03.2018	Previous Year 31.03.2017
I	Revenue from Operations	16		2,31,04,510	1,60,63,924
II	Other Income	17		2,562	9,620
III	**Total Revenue**	(I+II)		**2,31,07,072**	**1,60,73,544**
IV.	**Expenses**				
	Employee Benefit Expenses	18		5,25,000	14,88,000
	Finance Cost	19		3,83,882	7,05,087
	Depreciation and amortization expenses	9		4,36,432	4,78,498
	Other Expenses	20		26,86,905	39,68,764
	Total Expenses			**40,32,219**	**66,40,349**
V.	Profit before exceptional and extraordinary items and tax	(III-IV)		**1,90,74,853**	**94,33,195**
VI.	Exceptional Items			-	-
VII.	Profit before extraordinary items and tax	(V-VI)		**1,90,74,853**	**94,33,195**
VIII.	Extraordinary Items			-	
IX.	Profit Before Tax	(VII-VIII)		**1,90,74,853**	**94,33,195**
X.	Tax Expenses				
	(1) Current Year Tax		52,48,900		30,34,397
	(2) Earlier Year Tax		1,14,173		1,34,103
	(2) Deferred Tax		(5,05,294)	**48,57,779**	2,02,184
XI.	Profit(Loss) from the continuing operations	(IX-X)		1,42,17,074	60,62,511
XII.	Profit/(Loss) for the period	**Total Rs.**		**1,42,17,074**	**60,62,511**
XIII.	Earning per Equity Share:	21			
	(1) Basic			0.17	0.07
	(2) Diluted			0.17	0.07
	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 2018, Indore

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

Juhee Verma
Director
DIN : 07691682

Vijay Kothari
Managing 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

STANDALONE CASH FLOW STATEMENT

(Amount in Rs.)

Particulars	For the year ended 31 March, 2018		For the year ended 31 March, 2017	
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		**1,90,74,853**		**94,33,195**
Adjustments for:				
Depreciation	4,36,432		4,78,498	
(Profit) / Loss on sale of Investment	(752)		8,589	
(Profit) / Loss on sale of Fixed Assets	-		35,625	
Interest Paid	3,83,882		7,05,087	
Provision for standard assets	44,848		54,966	
Provision for non performing assets	7,74,348		-	
Provision for loss on Investment	23,026		1,236	
Income Tax Provision	(37,48,238)		(30,34,397)	
		(20,86,454)		(17,50,396)
Operating profit / (loss) before working capital changes				
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Short-term loans and advances	(1,79,239)		3,44,950	
Current Assets	-		-	
Long-term loans and advances	(2,12,61,066)		(1,84,63,313)	
		(2,14,40,305)		(1,81,18,363)
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	-		-	
Other current liabilities	12,68,846		11,73,504	
Short-term provisions	7,75,148		2,46,808	
		20,43,993		14,20,312
Cash generated from operations		(24,07,913)		(90,15,252)
Net income tax (paid) / refunds		(16,14,835)		(10,98,092)
Net cash flow from / (used in) operating activities (A)		(40,22,748)		(1,01,13,344)
B. Cash flow from investment activities				
Fixed Asset (increase)/decrease		(24,746)		(35,20,414)
Proceeds from sale of Fixed Asset		-		41,00,000
Investment in equity shares		(2,06,847)		2,70,932
Profit / (loss) on sale of investment		752		(8,589)
Proceeds from sale of Investment		-		-
Non Current Investment		-		(13,00,000)
Net cash flow from / (used in) investment activities (B)		(2,30,841)		(4,58,071)
C. Cash flow from financing activities				
Finance Cost	(3,83,882)		(7,05,087)	
Dividend Paid	-		(7,50,000)	
Tax on Dividend	-		(1,52,682)	
Long term Borrowing	(6,10,668)		26,06,336	
Short term borrowings	19,76,564		1,21,07,785	
		9,82,014		1,31,06,352
Net cash flow from / (used in) financing activities (C)		9,82,014		1,31,06,352
Net increase/decrease in cash and cash equivalents (A+B+C)		**(32,71,575)**		**25,34,937**
Cash and cash equivalent at the beginning of the year		**75,06,409**		**49,71,472**
Cash and cash equivalent at the end of the year		**42,34,835**		**75,06,409**
Components of Cash and Cash Equivalents at the end of the year/period				
Cash in hand		**2,53,344**		**7,57,137**
Balance with scheduled banks				
Current account		**33,32,087**		**60,95,018**
Earmarked Balance Dividend Account		**6,49,404**		**6,54,254**
Total		**42,34,835**		**75,06,409**

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 2018, Indore

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

Juhee Verma
Director
DIN : 07691682

Vijay Kothari
Managing 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)

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.

	Current Year 31.03.2018	Previous Year 31.03.2017
2 SHARE CAPITAL		
AUTHORISED CAPITAL :		
11,00,00,000 Equity Shares of Rs. 1/- each	11,00,00,000	11,00,00,000
(Previous Year 11,00,00,000 Equity Shares of Rs. 1/- each)		
ISSUED, SUBSCRIBED, PAID UP CAPITAL :		
8,25,00,000 Equity Shares of Rs. 1 each fully paid up.	8,25,00,000	7,50,00,000
(Previous Year 7,50,00,000 Equity Shares of Rs. 1 each fully paid up)		
Total Rs.	**8,25,00,000**	**7,50,00,000**

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

Particulars	As at 31st March 2018		As at 31st March 2017	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares at the beginning of the year	7,50,00,000	7,50,00,000	75,00,000	7,50,00,000
"Add : Sub-division of equity shares having face value of Rs. 10 per share into ten equity shares having face value of Re. 1 per share (Refer Note 2.2)"	-	-	6,75,00,000	-
Add: Bonus Shares Issued in the ratio 1:10 (Refer Note 2.3)	75,00,000	75,00,000		
Equity Shares at the end of the year	**8,25,00,000**	**8,25,00,000**	**7,50,00,000**	**7,50,00,000**

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 Rs. 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 The company has issued Bonus shares in proportion of 1 equity shares for every 10 existing equity shares at the Annual General Meeting held on July 31, 2017 by capitalizing the free reserves created out of profits and the share premium account. The bonus shares have been allotted on August 8, 2017 to the eligible shareholders. Consequently, Equity share capital has risen to Rs. 8,25,00,000.

2.4 Details of Shareholders holding more than 5 % shares:

Name of Shareholder	As at 31st March 2018		As at 31st March 2017	
	No. of shares	% held	No. of shares	% held
Vijay Kothari	4,41,18,142	53.48%	4,16,35,932	55.51%
Shilpa Kothari	1,44,07,850	17.46%	1,31,43,500	17.52%

2.5 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 2017 : Rs. 1/- 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 31.03.2018	Previous Year 31.03.2017
3 RESERVES & SURPLUS		
(a) Statutory Reserve		
Opening Balance	57,37,431	45,24,929
Add: Transferred during the year	28,43,415	12,12,502
Closing Balance (a)	85,80,846	57,37,431
(b) Security Premium		
Opening Balance	45,00,000	45,00,000
(-) Transferred to Bonus Share	(45,00,000)	-
Closing Balance (b)	-	45,00,000

	Current Year 31.03.2018	Previous Year 31.03.2017
(c) Surplus		
Opening balance	44,96,080	5,48,753
(+) Net Profit For the year	1,42,17,074	60,62,511
(-) Transferred to Statutory 20% Reserve	(28,43,415)	(12,12,502)
(-) Transferred to Bonus Shares	(30,00,000)	-
(-) Proposed Dividends	-	(7,50,000)
(-) Dividend Distribution Tax	-	(1,52,682)
Closing Balance (c)	1,28,69,739	44,96,080
Closing Balance (A + B + C) Total Rs.	**2,14,50,585**	**1,47,33,511**

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. 28,43,415/- representing 20% of Net Profit is transferred to the Fund for the year (Previous Year: Rs. 12,12,502/-). No appropriation was made from the Reserve Fund during the year.

	Current Year 31.03.2018	Previous Year 31.03.2017
4 LONG - TERM BORROWINGS		
Secured loan		
Term Loan from Financial Institution		
Toyota Finance Services India Ltd.*	25,75,625	31,65,871
Less : Current Maturities of Long term Debt	(5,79,957)	(5,59,535)
Total Rs.	**19,95,668**	**26,06,336**

* 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.

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-18	31-Mar-17
Tax on Timing Difference on account of :-		
Depreciation on fixed assets	1,29,474	(3,75,820)
Other Items	-	-
Total Deferred Tax (Liability) / Assets	**1,29,474**	**(3,75,820)**

	Current Year 31.03.2018*	Previous Year 31.03.2017#
6 SHORT - TERM BORROWINGS		
Unsecured loans from related parties		
Vijay Kothari (Director)	2,45,95,570	2,26,19,006
Total Rs.	**2,45,95,570**	**2,26,19,006**

#interest rate is 8% p.a.

*Director has given consent for the interest free loan for the growth of the company

	Current Year 31.03.2018	Previous Year 31.03.2017
7 SHORT TERM PROVISIONS		
Provision for Income Tax (net of Advance Tax & TDS)	37,48,238	20,70,408
Proposed Dividend	-	7,50,000
Dividend Distribution Tax	-	1,52,682
Provision on Standard Assets	3,21,898	2,77,050
Provision on Non Performing Assets	7,74,348	
Total Rs.	**48,44,484**	**32,50,140**

		Current Year 31.03.2018	Previous Year 31.03.2017
8	**OTHER CURRENT LIABILITY**		
	Current Maturities of Long Term Debt	5,79,957	5,59,535
	Creditors for Expenses	4,45,753	3,17,248
	Service Tax Payable	1,62,000	6,23,641
	Professional Tax Payable	3,744	624
	TDS Payables	19,718	40,629
	GST Payable	16,04,216	-
	Unpaid Dividend		
(a)	Unpaid dividend (10-11)	44,360	44,360
(b)	Unpaid dividend (11-12)	1,04,800	1,05,240
(c)	Unpaid dividend (12-13)	1,98,310	1,98,310
(d)	Unpaid dividend (13-14)	1,42,717	1,42,717
(e)	Unpaid dividend (14-15)	75,049	97,879
(f)	Unpaid dividend (15-16)	65,598	65,748
(g)	Unpaid dividend (16-17)	18,555	-
	Total Rs.	**34,64,777**	**21,95,931**

M/S VIJI FINANCE LIMITED

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

9 FIXED ASSETS

		Gross Block						Accumulated Depreciation					Net Block	
S.No.	**Particulars**	**Balance as at 1 April 2017**	**Additions During the Period**	**Deletions during the Period**	**Acquired through business combinations**	**Revaluations/ (Impairments)**	**Balance as at 31 March 2017**	**Balance as at 1 April 2017**	**Depreciation charge for the year**	**Adjustment due to revaluations**	**On disposals**	**Balance as at 31 March 2018**	**Balance as at 31 March 2018**	**Balance as at 31 March 2017**
1	**Tangible Assets (Not Under Lease)**													
1	Vechile	3520414	-	-		-	3520414	139790	418225	-	558015	2962399	33,80,624	
2	Computer	196550	24,746	-		-	221296	183722	3021		-	186743	34553	12,828
3	Office Equipment	86355	-	-		-	86355	37132	15186		-	52318	34037	49,223
	Total	**38,03,319**	**24,746**	**-**	**-**	**-**	**38,28,065**	**3,60,644**	**4,36,432**	**-**	**-**	**7,97,076**	**30,30,989**	**34,42,675**
	Previous year	48,32,978	35,20,414	-45,50,073	-	-	38,03,319	2,96,594	4,78,498	-	4,14,448	3,60,644	34,42,675	45,36,384

				Current Year 31.03.2018	Previous Year 31.03.2017
10	**NON CURRENT INVESTMENT**				
	Investment In Equity Instrument (UnQuoted & Fully Paid Up) :				
	Investment In Shares				
	Name of the Body Corporate	No. of Shares			
		2017-18	2016-17		
i.	S.L. Developers Private Limited (face value Rs. 10) *	30,000	30,000	3,00,000	3,00,000
ii.	Viji Housing Finance Limited (face value Rs. 10) *	1,00,000	1,00,000	10,00,000	10,00,000
	* Wholly Owned Subsidiary		**Total Rs.**	**13,00,000**	**13,00,000**

Note: Investment are valued at cost

		Current Year 31.03.2018	Previous Year 31.03.2017
11	**LONG TERM LOANS & ADVANCES**		
	(Unsecured, considered good, unless otherwise stated)		
	Security Deposits	10,20,000	10,20,000
	Other loans and advances- Business Advances	12,86,99,377	10,74,38,311
	Total Rs.	**12,97,19,377**	**10,84,58,311**

		No. of Shares		Current Year 31.03.2018	Previous Year 31.03.2017
		2017-18	2016-17		
12	**CURRENT INVESTMENT**				
	Investment In Equity Instrument (Quoted & Fully Paid Up) :				
	Investment In Shares *				
	Name of the Body Corporate				
i	Choksi Laboratries Limited (face value Rs. 10)	2000	100	51,800	1,214
ii	Divya Joti Industries (face value Rs. 10)	500	-	3,555	-
iii	Moser Bear India Limited (face value Rs. 10)	1000	1000	3,510	6,830
iv	Reliance Industries limited (face value Rs. 10)	20	10	10,141	10,141
v	Signet Industries Limited (face value Rs. 1)	20000	-	1,33,000	-
vi	Vaswani Industries Limited (face value Rs. 10)	5000	5000	18,753	18,753
			Total Rs.	**2,20,759**	**36,938**

* Market Value of quoted Equity Investment as on 31-MAR-2018 is Rs. 2,87,521/- (Previous Year Rs 68,877/-)

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

		Current Year 31.03.2018	Previous Year 31.03.2017
13	**CASH & BANK BALANCES**		
	Cash In Hand	2,53,344	7,57,137
	Balances With Scheduled Banks :		
	- In Current Accounts	33,32,087	60,95,018
	Balance with Banks in Earmarked Account:		
	- Earmarked Balance Dividend Account	6,49,404	6,54,254
	Total Rs.	**42,34,835**	**75,06,409**

		Current Year 31.03.2018	Previous Year 31.03.2017
14	**SHORT TERM LOANS & ADVANCES**		
	(Unsecured, considered good, unless otherwise stated)		
	Loans and advances to related parties		
	- S. L. Developers Pvt. Ltd.	59,800	
	Prepaid Expenses	65,858	-
	Creditors having debit balance	47,433	-
	Other Advances	6,148	
	Total Rs.	**1,79,239**	**-**

		Current Year 31.03.2018	Previous Year 31.03.2017
15	**OTHER CURRENT ASSETS**		
	TDS Receivable	36,411	36,411
	Total Rs.	**36,411**	**36,411**

		Current Year 31.03.2018	Previous Year 31.03.2017
16	**REVENUE FROM OPERATION**		
	Interest	1,21,06,410	1,05,94,635
	Financial Commission	54,98,100	42,19,289
	Income from Consultancy	55,00,000	12,50,000
	Total Rs.	**2,31,04,510**	**1,60,63,924**

	Current Year 31.03.2018	Previous Year 31.03.2017
17 OTHER INCOME		
Profit on sale of Investment	752	-
Other Income	1,810	9,620
Total Rs.	**2,562**	**9,620**

	Current Year 31.03.2018	Previous Year 31.03.2017
18 EMPLOYEES REMUNERATION & BENEFITS		
Salary, Wages & Incentive	5,25,000	6,18,000
Director Remuneration	-	8,70,000
Total Rs.	**5,25,000**	**14,88,000**
18.1 Details of Director's Remuneration:		
Whole Time Directors		
- Salary	-	8,70,000
- Contribution to provident fund	-	-
Total Rs.	**-**	**8,70,000**

	Current Year 31.03.2018	Previous Year 31.03.2017
19 FINANCE COST		
Interest expenses	3,81,838	6,95,542
Bank Charges	503	1,066
Interest on TDS	1,541	8,479
Total Rs.	**3,83,882**	**7,05,087**

	Current Year 31.03.2018	Previous Year 31.03.2017
20 OTHER EXPENSES		
Advertisement Expenses	63,109	78,136
Payment to Auditors	65,000	60,000
Electrical Expenses	20,515	13,270
Membership Fees	5,000	22,325
Listing Fees	8,10,319	11,75,105
Consultancy Charges	4,64,475	7,00,518
Credit Rating Fee	35,000	
Demat Charges	2,317	989
Postages Expenses	21,959	53,467
Office Expenses	-	5,867
Rent Expenses	-	14,22,750
Loss on sale of Investment	-	8,589
Stationery & Printing Expenses	39,129	86,436
Professional Tax	-	2,500
Travelling Expenses	32,001	-
Vehicle running & Maintenance	1,82,992	1,05,501
ROC Filing Fees	7,800	16,600
Repairs & Maintenance	-	-
Staff & Welfare Expenses	-	3,411
Insurance Expenses	29,142	-
Registration Fees & Logo	50,000	-
Telephone Expenses	10,490	87,601
Provision on Non Performing Assets	7,74,348	-
Provision on Standard Assets	44,848	54,966
Loss on sale of vehicle	-	35,625
Web Exp.	5,310	29,900
Provision on current Investment	23,026	1,236
Swach Bharat Cess	125	
News Paper & Periodicals Expenses	-	3,972
Total Rs.	**26,86,905**	**39,68,764**

20.1 Details of Auditor's Remuneration

	2017-18*	2016-17*
Statutory Audit Fee	50,000	50,000
Tax Audit fee	10,000	10,000
Other Matters	5,000	-
Total Rs.	**65,000**	**60,000**

* Excluding Service Tax/GST

21 EARNINGS PER SHARE (EPS)

	2017-18	2016-17
i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs.)	1,42,17,074	60,62,511
ii) Weighted Average number of equity shares used as denominator for calculating EPS	8,25,00,000	8,25,00,000
iii) Basic and Diluted Earnings per share	0.17	0.07
iv) Nominal value of an equity share	1.00	1.00

Note : Previous year & current year EPS has been adjusted for subdivision of equity shares and for bonus shares accordingly. Refer Note 2.2 & 2.3

22 Loans & Advances are subject to confirmation.

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, 2018, subject to the approval of shareholders in the ensuing Annual General Meeting. According to revised AS 4 – 'Contingencies and events occurring after the balance sheet date' as notified , the company has not accounted proposed dividend (including tax) as a liability for the year ended March 31, 2018. Due to said changes in accounting policy the Reserve & Surplus is overstated and provisions are understated to that extend.

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: -

	2017-18		2016-17	
	Classification	Provision	Classification	Provision
Standard Assets	12,22,71,848	3,21,898	10,74,38,311	2,77,050
Substandard Assets	64,27,529	7,74,348	-	-
Doubtful Assets	-	-	-	-
Loss Assets	-	-	-	-
Total	**12,86,99,377**	**10,96,246**	**10,74,38,311**	**2,77,050**

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, 2018	Amount Outstanding as at 31st March, 2017
a. To Subsidiaries	59,800	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

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)
Non Executive Director	Vijay Kothari
Wholly Owned Subsidiaries	M/s S. L. Developers Pvt Ltd
	M/s Viji Housing Finance Ltd.

Note:

1. Mr. Manish Tambi resigned from the post of directorship w.e.f 7-May-18
2. Mr. Vijay Kothari appointed as Managing Director w.e.f 7-May-18, the same is subject to approval of shareholders in the the ensuing AGM.

(ii) Transactions during the year with related parties :

Nature of Transaction	**KMP & their Relatives**	**Wholly Owned Subsidiaries**	**Total**
Remuneration Paid	5,25,000	-	**5,25,000**
Unsecured Loan Outstanding	2,45,95,570	-	**2,45,95,570**
Investments	-	13,00,000	**13,00,000**
	-	-	**-**

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

Particulars	Relationship	FY 17-18	FY 16-17
Remuneration Paid			
Manish Tambi	KMP	-	8,70,000
Ms. Stuti Sinha	KMP	2,25,000	1,98,000
Siddhant Sharma	KMP	3,00,000	2,85,000
Interest Paid			
Vijay Kothari	Non Executive Director	-	5,90,267
Unsecured Loan (Outstanding as on 31-Mar)			
Vijay Kothari	Non Executive Director	2,45,95,570	2,26,19,006
Advances Given (Outstanding as on 31-Mar)			
M/s S. L. Developers Pvt Ltd	Wholly Owned Subsidiary	59,800	-
Investment (Outstanding as on 31-Mar)			
M/s S. L. Developers Pvt Ltd	Wholly Owned Subsidiary	3,00,000	3,00,000
M/s Viji Housing Finance Ltd.	Wholly Owned Subsidiary	10,00,000	10,00,000

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 2018, Indore

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

Juhee Verma
Director
DIN : 03584178

Vijay Kothari
Managing Director
DIN : 00172878

Stuti Sinha
Company Secretary
Membership No. A42371

Siddhant Sharma
Chief Financial Officer

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, 2018,** and the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year ended **March 31, 2018** 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. 39,65,622/- as at March 31, 2018; as well as the total revenue of Rs. Nil 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, 2018 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 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 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. Therewere no pending litigation as at 31st March 2018 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 31st March 2018.

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

Pankaj Kumar Gupta
Partner
Membership No. 404644

Place: Indore
Date: May 30th, 2018

Annexure A

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, 2018.

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, 2018 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, Theseinternal 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 31st, 2018, 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 : 30th May 2018

M/S VIJI FINANCE LIMITED

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

CIN : L65192MP1994PLC008715

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2018

(Amount in Rs.)

	Notes	Current Year 31.03.2018	Previous Year 31.03.2017
I EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	8,25,00,000	7,50,00,000
(b) Reserves & Surplus	3	1,94,65,561	1,29,98,369
(2) Share Application Money Pending Allotment			
(3) Non - Current Liabilities			
(a) Long Term Borrowings	4	65,55,764	72,86,032
(b) Deferred Tax Liabilities	5		1,15,126
(c) Other Long Term Liabilities		-	-
(d) Long Term Provision		-	-
(4) Current Liabilities			
(a) Short Term Borrowings	6	2,45,95,570	2,26,19,006
(b) Short Term Provisions	7	48,44,484	32,50,140
(c) Trade Payables		-	-
(d) Other Current Liabilities	8	34,95,527	22,79,483
Total Rs.		**14,14,56,906**	**12,35,48,156**
II ASSETS			
(1) Non- Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	9	30,30,989	34,42,675
(ii) Intangible Assets		-	-
(b) Non Current Investments		-	-
(c) Deferred Tax Asset		3,24,994	
(d) Long Term Loans and Advances	10	12,97,19,377	10,84,58,311
(2) Current Assets			
(a) Current Investments	11	2,20,759	36,938
(b) Trade Receivables	12	-	5,00,000
(c) Cash & Cash Equivalents	13	56,97,937	86,91,821
(d) Short Term Loans and Advances	14	24,26,439	23,82,000
(e) Other Current Assets	15	36,411	36,411
Total Rs.		**14,14,56,906**	**12,35,48,156**
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 2018, Indore

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

Juhee Verma
Director
DIN : 07691682

Vijay Kothari
Managing 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 & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2018

(Amount in Rs.)

		Notes		Current Year 31.03.2018	Previous Year 31.03.2017
I	Revenue from Operations	16		2,31,04,510	1,71,79,424
II	Other Income	17		2,562	9,620
III	**Total Revenue**	**(I+II)**		**2,31,07,072**	**1,71,89,044**
IV	**Expenses**				
	Purchases			-	-
	Changes in Inventories			-	-
	Employee Benefit Expenses	18		5,25,000	15,63,100
	Finance Cost	19		3,83,882	7,35,355
	Depreciation and amortization expenses	9		4,36,432	4,78,498
	Other Expenses	20		27,09,861	50,54,133
	Total Expenses			**40,55,175**	**78,31,086**
V.	Profit before exceptional and extraordinary items and tax	(III-IV)		1,90,51,897	93,57,958
VI.	Exceptional Items			-	-
VII.	Profit before extraordinary items and tax	(V-VI)		1,90,51,897	93,57,958
VIII.	Extraordinary Items				-
IX.	Profit Before Tax	(VII-VIII)		1,90,51,897	93,57,958
X.	Tax Expenses				
	(1) Current Year Tax		52,48,900		30,82,247
	(2) Earlier Year Tax		2,75,925		1,34,103
	(2) Deferred Tax	5	(4,40,120)	50,84,705	(58,510)
XI.	Profit(Loss) from the continuing operations	(IX-X)		1,39,67,192	62,00,118
XII.	Profit/(Loss) for the period		**Total Rs.**	**1,39,67,192**	**62,00,118**
XIII.	Earning per Equity Share:	21			
	(1) Basic			0.17	0.08
	(2) Diluted			0.17	0.08
	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 2018, Indore

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

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M/S VIJI FINANCE LIMITED

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

CIN : L65192MP1994PLC008715

CONSOLIDATED CASH FLOW STATEMENT

(Amount in Rs.)

Particulars	For the year ended 31 March, 2018		For the year ended 31 March, 2017	
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		1,90,51,897		93,57,958
Adjustments for:				
Depreciation	4,36,432		4,78,498	
(Profit) / Loss on sale of Investment	(752)		8,589	
(Profit) / Loss on sale of Fixed Assets	-		35,625	
Interest Paid	3,83,882		(1,34,103)	
Provision for standard assets	44,848		7,05,087	
Provision for non performing assets	7,74,348		54,966	
Provision for loss on Investment	23,026		1,236	
Income Tax Provision	(37,48,238)		(30,34,397)	
		(20,86,454)		(18,84,499)
Operating profit / (loss) before working capital changes				
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Trade Receivable	5,00,000			
Short-term loans and advances	(44,439)		5,25,950	
Long-term loans and advances	(2,12,61,066)		(1,84,63,313)	
		(2,08,05,505)		(1,79,37,363)
Adjustments for increase / (decrease) in operating liabilities:				
Other Long Term Liability	-		(2,68,720)	
Other current liabilities	12,68,846		5,59,969	
Short-term provisions	6,55,548		3,22,566	
		19,24,393		6,13,816
Cash generated from operations		(19,15,669)		(98,50,088)
Net income tax (paid) / refunds		(17,66,734)		(10,11,839)
Net cash flow from / (used in) operating activities (A)		**(36,82,403)**		**(1,08,61,927)**
B. Cash flow from investment activities				
Fixed Asset (increase)/decrease		(24,746)		(35,20,414)
Proceeds from sale of Fixed Asset	-			41,00,000
Investment in equity shares		(2,06,847)		2,70,932
Profit / (loss) on sale of investment		752		(8,589)
Non Current Investment				(3,00,000)
Net cash flow from / (used in) investment activities (B)		**(2,30,841)**		**5,41,929**
C. Cash flow from financing activities				
Finance Cost	(3,83,882)		(7,05,087)	
Dividend Paid	-		(7,50,000)	
Tax on Dividend	-		(1,52,682)	
Long term Borrowing	(6,20,521)		34,57,092	
Short term borrowings	19,23,762		1,21,07,785	
		9,19,359		1,39,57,108
Net cash flow from / (used in) financing activities (C)		**9,19,359**		**1,39,57,108**
Net increase/decrease in cash and cash equivalents (A+B+C)		**(29,93,885)**		**36,37,109**
Cash and cash equivalent at the beginning of the year		**86,91,821**		**50,54,712**
Cash and cash equivalent at the end of the year		**56,97,937**		**86,91,821**
Components of Cash and Cash Equivalents at the end of the year/period				
Cash in hand		**16,45,406**		**17,63,199**
Balance with scheduled banks				
Current account		**34,03,127**		**62,74,368**
Earmarked Balance Dividend Account		**6,49,404**		**6,54,254**
Total		**56,97,937**		**86,91,821**

As per our report of even date
For SPARK & Associates
Chartered Accountants
FRN: 005313C

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

30th May 2018, Indore

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

Juhee Verma
Director
DIN : 07691682

Vijay Kothari
Managing 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)

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.

The consolidated 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 consolidated 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.

M/S VIJI FINANCE LIMITED

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

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.

	Current Year 31.03.2018	Previous Year 31.03.2017
2 SHARE CAPITAL		
AUTHORISED CAPITAL :		
11,00,00,000 Equity Shares of Rs. 1/- each	11,00,00,000	11,00,00,000
(Previous Year 11,00,00,000 Equity Shares of Rs. 1/- each)		
ISSUED, SUBSCRIBED, PAID UP CAPITAL :		
8,25,00,000 Equity Shares of Rs. 1 each fully paid up.	8,25,00,000	7,50,00,000
(Previous Year 7,50,00,000 Equity Shares of Rs. 1 each fully paid up)		
Total Rs.	**8,25,00,000**	**7,50,00,000**

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

Particulars	As at 31st March 2018		As at 31st March 2017	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares at the beginning of the year	7,50,00,000	7,50,00,000	75,00,000	7,50,00,000
Add : Sub-division of equity shares having face value of Rs. 10 per share into ten equity shares having face value of Re. 1 per share (Refer Note 2.2)	-	-	6,75,00,000	-
Add: Bonus Shares Issued in the ratio 1:10 (Refer Note 2.3)	75,00,000	75,00,000		
Equity Shares at the end of the year	**8,25,00,000**	**8,25,00,000**	**7,50,00,000**	**7,50,00,000**

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 Rs.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 The company has issued Bonus shares in proportion of 1 equity shares for every 10 existing equity shares at the Annual General Meeting held on July 31, 2017 by capitalizing the free reserves created out of profits and the share premium account. The bonus shares have been allotted on August 8, 2017 to the eligible shareholders. Consequently, Equity share capital has risen to Rs. 8,25,00,000.

2.4 Details of Shareholders holding more than 5 % shares:

Name of Shareholder	As at 31st March 2018		As at 31st March 2017	
	No. of shares	% held	No. of shares	% held
Vijay Kothari	4,41,18,142	53.48%	41635932	55.51%
Shilpa Kothari	1,44,07,850	17.46%	13143500	17.52%

2.5 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 2017 : Rs. 1/- 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 31.03.2018	Previous Year 31.03.2017
3 RESERVES & SURPLUS		
(a) Statutory Reserve		
Opening Balance	57,37,431	45,24,929
Add: Transferred during the year	28,43,415	12,12,502
Closing Balance (a)	85,80,846	57,37,431
(b) Security Premium		
Opening Balance	45,00,000	45,00,000
(-) Transferred to Bonus Share	(45,00,000)	-
Closing Balance (b)	-	45,00,000

(c) Surplus			
Opening balance		27,60,938	5,48,753
(-) Wholly owned subsidiary company loss (refer note 3.2)		-	(18,72,749)
(+) Net Profit For the year		1,39,67,192	62,00,118
(-) Transferred to Statutory 20% Reserve		(28,43,415)	(12,12,502)
(-) Transferred to Bonus Share		(30,00,000)	
(-) Proposed Dividends		-	(7,50,000)
(-) Dividend Distribution Tax.		-	(1,52,682)
	Closing Balance (c)	1,08,84,715	27,60,938
Closing Balance (A + B + C)	**Total Rs.**	**1,94,65,561**	**1,29,98,369**

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. 28,43,415/- representing 20% of Net Profit is transferred to the Fund for the year (Previous Year: Rs. 12,12,502/-). No appropriation was made from the Reserve Fund during the year.

		Current Year 31.03.2018	Previous Year 31.03.2017
4	**LONG - TERM BORROWINGS**		
	Secured loan		
	Toyata Finance Services India Ltd.*	19,95,668	26,06,336
	Unsecured loans from related party #		
	Vijay Kothari (Director)	6,09,185	7,28,785
	Unsecured loans from others #		
	Panjon Pharma Limited	37,10,911	37,10,911
	Herbes and Health Makers (I) Limited	2,40,000	2,40,000
	Total Rs.	**65,55,764**	**72,86,032**

* Secured by hypothecation of a vehicle. The loan is repayable in 60 equal monthly installments commencing from 20-Dec-2017 to 20-Nov-2021. The interest rate is 10.49 % p.a. # 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-18	31-Mar-17
Tax on Timing Difference on account of :-		
Depreciation on fixed assets	3,24,994	1,15,126
Other Items	-	-
Total Deferred Tax Liability	**3,24,994**	**1,15,126**

		Current Year 31.03.2018*	Previous Year 31.03.2017#
6	**SHORT - TERM BORROWINGS**		
	Unsecured loans from related parties		
	Vijay Kothari (Director)	2,45,95,570	2,26,19,006
	Total Rs.	**2,45,95,570**	**2,26,19,006**

#interest rate is 8% p.a.

*Director has given consent for the interest free loan for the growth of the company

		Current Year 31.03.2018	Previous Year 31.03.2017
7	**SHORT TERM PROVISIONS**		
	Provision for Income Tax (net of Advance Tax & TDS)	37,48,238	20,70,408
	Proposed Dividend	-	7,50,000
	Dividend Distribution Tax	-	1,52,682
	Provision on Standard Assets	3,21,898	2,77,050
	Provision on Non Performing Assets	7,74,348	
	Total Rs.	**48,44,484**	**32,50,140**

		Current Year 31.03.2018	Previous Year 31.03.2017
8	**OTHER CURRENT LIABILITY**		
	Current Maturities of Long Term Debt	5,79,957	5,59,535
	Creditors for Expenses	4,76,503	4,00,800
	Service Tax Payable	1,62,000	6,23,641
	Professional Tax Payable	3,744	624
	TDS Payables	19,718	40,629
	GST Payable	16,04,216	
	Unpaid Dividend		
	(a) Unpaid dividend (10-11)	44,360	44,360
	(b) Unpaid dividend (11-12)	1,04,800	1,05,240
	(c) Unpaid dividend (12-13)	1,98,310	1,98,310
	(d) Unpaid dividend (13-14)	1,42,717	1,42,717
	(e) Unpaid dividend (14-15)	75,049	97,879
	(f) Unpaid dividend (15-16)	65,598	65,748
	(g) Unpaid dividend (16-17)	18,555	-
	Total Rs.	**34,95,527**	**22,79,483**

M/S VIJI FINANCE LIMITED

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

9 FIXED ASSETS

		Gross Block						Accumulated Depreciation					Net Block	
S.No.	**Particulars**	**Balance as at 1 April 2017**	**Additions During the Period**	**Deletions during the Period**	**Acquired through business combinations**	**Revaluations/ (Impairments)**	**Balance as at 31 March 2017**	**Balance as at 1 April 2017**	**Depreciation charge for the year**	**Adjustment due to revaluations**	**On disposals**	**Balance as at 31 March 2018**	**Balance as at 31 March 2018**	**Balance as at 31 March 2017**
1	**Tangible Assets (Not Under Lease)**													
1	Vechile	3520414	-	-		-	3520414	139790	418225		-	558015	2962399	33,80,624
2	Computer	196550	24,746	-		-	221296	183722	3021		-	186743	34553	12,828
3	Office Equipment	86355	-	-		-	86355	37132	15186		-	52318	34037	49,223
	Total	**38,03,319**	**24,746**	**-**	**-**	**-**	**38,28,065**	**3,60,644**	**4,36,432**	**-**	**-**	**7,97,076**	**30,30,989**	**34,42,675**
	Previous year	48,32,978	35,20,414	-45,50,073	-	-	38,03,319	2,96,594	4,78,498	-	4,14,448	3,60,644	34,42,675	45,36,384

		Current Year 31.03.2018	Previous Year 31.03.2017
10	**LONG TERM LOANS & ADVANCES**		
	(Unsecured, considered good, unless otherwise stated)		
	Security Deposits	10,20,000	10,20,000
	Other loans and advances- Business Advances	12,86,99,377	10,74,38,311
	Total Rs.	**12,97,19,377**	**10,84,58,311**

				Current Year 31.03.2018	Previous Year 31.03.2017
11	**CURRENT INVESTMENT**				
	Investment In Equity Instrument (Quoted & Fully Paid Up) :				
	Investment In Shares *				
	Name of the Body Corporate	No. of Shares			
		2017-18	2016-17		
i	Choksi Laboratries Limited (face value Rs. 10)	2,000	100	51,800	1,214
ii	Divya Joti Industries (face value Rs. 10)	500	-	3,555	-
iii	Moser Bear India Limited (face value Rs. 10)	1,000	1000	3,510	6,830
iv	Reliance Industries limited (face value Rs. 10)	20	10	10,141	10,141
v	Signet Industries Limited (face value Rs. 1)	20,000	-	1,33,000	-
vi	Vaswani Industries Limited (face value Rs. 10)	5,000	5000	18,753	18,753
			Total Rs.	**2,20,759**	**36,938**

* Market Value of quoted Equity Investment as on 31-MAR-2018 is Rs. 287521/- (Previous Year Rs 68,877/-)

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

		Current Year 31.03.2018	Previous Year 31.03.2017
12	**TRADE RECEIVABLE**		
	More than 6 months		
	Secured	-	-
	Unsecured considered good	-	-
	Others		
	Secured	-	-
	Unsecured considered good	-	5,00,000
	Total Rs.	**-**	**5,00,000**

		Current Year 31.03.2018	Previous Year 31.03.2017
13	**CASH & BANK BALANCES**		
	Cash In Hand	16,45,406	17,63,199
	Balances With Scheduled Banks :		
	- In Current Accounts	34,03,127	62,74,368
	Balance with Banks in Earmarked Account:		
	- Earmarked Balance Dividend Account	6,49,404	6,54,254
	Total Rs.	**56,97,937**	**86,91,821**

		Current Year 31.03.2018	Previous Year 31.03.2017
14	**SHORT TERM LOANS & ADVANCES**		
	(Unsecured, considered good, unless otherwise stated)		
	Other Advances	23,13,148	23,82,000
	Prepaid Expenses	65,858	-
	Creditors having debit balance	47,433	
	Total Rs.	**24,26,439**	**23,82,000**

	Current Year 31.03.2018	Previous Year 31.03.2017
15 OTHER CURRENT ASSETS		
TDS Receivable	36,411	36,411
Total Rs.	**36,411**	**36,411**

	Current Year 31.03.2018	Previous Year 31.03.2017
16 REVENUE FROM OPERATION		
Interest	1,21,06,410	1,05,94,635
Financial Commission	54,98,100	42,19,289
Income from Consultancy	55,00,000	20,00,000
Contract Receipt	-	3,65,500
Total Rs.	**2,31,04,510**	**1,71,79,424**

	Current Year 31.03.2018	Previous Year 31.03.2017
17 OTHER INCOME		
Profit on sale of Invetsment	752	-
Other Income	1,810	9,620
Total Rs.	**2,562**	**9,620**

	Current Year 31.03.2018	Previous Year 31.03.2017
18 EMPLOYEES REMUNERATION & BENEFITS		
Salary, Wages & Incentive	5,25,000	6,93,100
Director Remuneration	-	8,70,000
Total Rs.	**5,25,000**	**15,63,100**
18.1 Details of Director's Remuneration:		
Whole Time Directors		
- Salary	-	8,70,000
Total Rs.	**-**	**8,70,000**

	Current Year 31.03.2018	Previous Year 31.03.2017
19 FINANCE COST		
Interest expenses	3,81,838	7,10,085
Bank Charges	503	16,791
Interest on TDS	1,541	8,479
Total Rs.	**3,83,882**	**7,35,355**

	Current Year 31.03.2018	Previous Year 31.03.2017
20 OTHER EXPENSES		
Advertisement Expenses	63,109	78,136
Payment to Auditors	78,540	77,250
Electrical Expenses	20,515	13,270
Membership Fees	5,000	22,325
Listing Fees	8,10,319	11,75,105
Consultancy Charges	4,64,475	7,00,518
Credit Rating Fee	35,000	
Demat Charges	2,317	989
Postages Expenses	21,959	56,567
Office Expenses	4,616	12,371
Rent Expenses	-	14,22,750
Loss on sale of Invetsment	-	8,589
Stationery & Printing Expenses	39,129	89,161
Professional Tax	-	2,500
Travelling Expenses	32,001	-

Vehicle running & Maintenance	1,82,992	1,05,501
ROC Filing Fees	12,600	17,800
Repairs & Maintenance	-	-
Staff & Welfare Expenses	-	3,411
Insurance Expenses	29,142	-
Registration Fees & Logo	50,000	-
Telephone Expenses	10,490	87,601
Provision on Standard Assets	44,848	54,966
Provision on Non Performing Assets	7,74,348	
Loss on sale of vehicle	-	35,625
Web Exp.	5,310	29,900
Provison on loss of Investment	23,026	1,236
Swach Baharat Cess	125	
News Paper & Periodicals Expenses	-	3,972
Company formation expenses	-	10,54,590
Total Rs.	**27,09,861**	**50,54,133**

a Details of Auditor's Remuneration

	2017-18	**2016-17***
Statutory Audit Fee	63,540	67,250
Tax Audit fee	10,000	10,000
Other Matters	5,000	
Total Rs.	**78,540**	**77,250**

*including service tax, 50% Cenvat taken by company i.e. Rs. 1,750/-

21 EARNINGS PER SHARE (EPS)

	2017-18	**2016-17**
i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs.)	1,39,67,192	62,00,118
ii) Weighted Average number of equity shares used as denominator for calculating EPS	8,25,00,000	8,25,00,000
iii) Basic and Diluted Earnings per share	0.17	0.08
iv) Nominal value of an equity share	1.00	1.00

Note : Previous year & current year EPS has been adjusted for subdivision of equity shares and for bonus shares accordingly. Refer Note 2.2 & 2.3

22 Loans & Advances are subject to confirmation.

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, 2018, subject to the approval of shareholders in the ensuing Annual General Meeting. According to revised AS 4 – 'Contingencies and events occurring after the balance sheet date' as notified , the company has not accounted proposed dividend (including tax) as a liability for the year ended March 31, 2018. Due to said changes in accounting policy the Reserve & Surplus is overstated and provisions are understated to that extend.

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: -

	2017-18		2016-17	
	Classification	Provision	Classification	Provision
Standard Assets	12,22,71,848	3,21,898	10,74,38,311	2,77,050
Substandard Assets	64,27,529	7,74,348	-	-
Doubtful Assets	-	-	-	-
Loss Assets	-	-	-	-
Total	**12,86,99,377**	**10,96,246**	**10,74,38,311**	**2,77,050**

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 SEGMENT REPORTING

Segment information for the year ended March 31 2018. Primary segment information (by Business segment)

Particulars	Finance	Realities	Total
a Segment Revenue			
External	2,31,07,072	-	2,31,07,072
	1,68,23,544	*3,65,500*	*1,71,89,044*
Inter-Segment	-	-	-
	-	-	-
Total Revenue	2,31,07,072	-	2,31,07,072
	1,68,23,544	*3,65,500*	*1,71,89,044*
b Segment Result			
Profit before Interest & Taxes	1,94,50,048	(16,313)	1,94,33,735
	98,10,053	*2,43,447*	*1,00,53,500*
Interest Expenses	3,81,838	-	3,81,838
	6,95,542	-	*6,95,542*
Profit before Tax	1,90,68,210	(16,313)	1,90,51,897
	91,14,511	*2,43,447*	*93,57,958*
Tax Expenses	50,89,620	(4,915)	50,84,705
	-	*47,850*	*47,850*
Net Profit after Tax	1,39,78,590	(11,398)	1,39,67,192
	91,14,511	*1,95,597*	*93,10,108*
c Other Information			
Segment Assets	13,82,91,560	31,65,346	14,14,56,906
	12,18,19,504	*32,89,346*	*12,51,08,850*
Segment Liabilities	3,49,97,249	28,05,546	3,78,02,795
	3,11,43,983	*46,66,498*	*3,58,10,481*
Capital Expenditure	24,746	-	24,746
	35,20,414	-	*35,20,414*
Depreciation	4,36,432	-	4,36,432
	4,78,498	-	*4,78,498*

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
Holding				
Viji Finance Limited	100.66%	10,39,50,585	101.79%	1,42,17,074
Subsidiary				
Viji Housing Finance Limited	0.68%	7,03,526	-1.71%	(2,38,484)
S.L.Devlopers Pvt Ltd	-1.34%	(13,88,550)	-0.08%	(11,398)
Total	100.00%	10,32,65,561	100.00%	1,39,67,192

Statement relating to subsidiary companies (Part A) :

Particulars	For the year ended 31 March, 2018		For the year ended 31 March, 2017	
	Viji Housing Finance Ltd	SL Devlopers Pvt Ltd	Viji Housing Finance Ltd	SL Devlopers Pvt Ltd
Shares held in company %	**100%**	**100%**	**100%**	**100%**
Capital	10,00,000	3,00,000	10,00,000	3,00,000
Reserve & Surplus	(2,96,474)	(16,88,550)	(57,990)	(16,77,152)
Total Assets	8,00,276	31,65,346	10,38,760	32,89,346
Total Liabilities	96,750	45,53,896	96,750	46,66,498
Total Income	-	-	7,50,000	3,65,500
Total Expenditure	16,496	16,313	10,68,684	1,22,053
Profit/(loss) before Taxation	(16,496)	(16,313)	(3,18,684)	2,43,447
Tax Expenses	2,21,988	(4,915)	(2,60,694)	47,850
Profit/(loss) after Taxation	(2,38,484)	(11,398)	(57,990)	1,95,597
Proposed Dividend and Tax	-	-	-	-

Note:

1. Subsidiary has common year end of March 31, 2018 and common accounting policies, hence no additional information under Section 129(3) read with rule 5 has been disclosed.

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)
Non Executive Director	Vijay Kothari

Note:

1. Mr. Manish Tambi resigned from the post of directorship w.e.f 7-May-18
2. Mr. Vijay Kothari appointed as Managing Director w.e.f 7-May-18, the same is subject to approval of shareholders in the the ensuing AGM.

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

Particulars	Relationship	FY 17-18	FY 16-17
Remuneration Paid			
Manish Tambi	KMP	-	8,70,000
Ms. Stuti Sinha	KMP	2,25,000	1,98,000
Siddhant Sharma	KMP	3,00,000	2,85,000
Total		5,25,000	13,53,000
Interest Paid			
Vijay Kothari	Non Executive Director	-	5,90,267
Total		-	5,90,267
Unsecured Loan (Outstanding as on 31-Mar)			
Vijay Kothari	Non Executive Director	2,52,04,755	2,26,19,006
Total		2,52,04,755	2,26,19,006

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 2018, Indore

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

Juhee Verma
Director
DIN : 07691682

Vijay Kothari
Managing 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 24th Annual General Meeting of the company, to be held on the Friday 28th September, 2018 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. To Receive,Consider, Approve & Adopt • the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon; and • the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the report of the Auditors thereon.		
2. To declare dividend of Rs. 0.01/- per Equity Share of Re. 1/- each for the year ended March 31, 2018.		
3. Re-appointment of Statutory Auditor of the Company & Fixing their remuneration.		
4. To approve the expenses for service of documents to members		
5. Appointment of Mr. Vijay Kothari (DIN: 00172878) as Managing Director of the company		
6. Re-Appointment of Mr. Suresh Singh Jain (DIN: 03584190) as the Independent Director of the Company.		
7. Appointment of Mrs. Juhee Verma (DIN: 07691682) as an Independent Director of the Company		
8. Consolidation of face value of equity shares of the company		
9. Alteration to Memorandum of Association of the company		

Signed this…… day of…… 2018
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)
24TH ANNUAL GENERAL MEETING ON FRIDAY 28TH SEPTEMBER, 2018

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 24th Annual General meeting of the company at the registered office of the company on Friday 28th September, 2018.

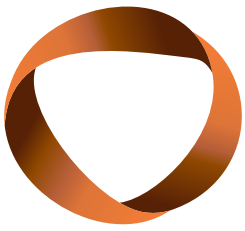
(If signed by proxy, his name should be
Written in block letters)

(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.



VIJI FINANCE LIMITED

CIN: L65192MP1994PLC008715

11/2, Usha Ganj Jaora Compound Indore – 452001

Tel.No: 0731-4246092 Email Id: info@vijifinance.com Web Site: www.vijifinance.com