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

Dated: 21st July, 2026

To, **The Secretary (DCS/Compliance),** Corporate Relationship Department, **BSE Limited** PhirozeJeejeebhoy Towers, Dalal Street, Mumbai-400001	To, **The Secretary (Listing/Compliance),** **National Stock Exchange of India Limited** Exchange Plaza, BandraKurla Complex Mumbai-400001
To, **The Secretary,** **The Calcutta Stock Exchange Limited** 4, Lyons Range, Dalhousie, Murgighata, B B D Bagh, Kolkata, West Bengal 700001	

Subject: **Submission of Notice convening the 32nd Annual General Meeting.**

Reference: Viji Finance Limited (BSE Scrip Code 537820, NSE Symbol: VIJIFIN; CSE Scrip Code: 032181; ISIN: INE159N01027)

Dear Sir/Madam,

With reference to the above-mentioned subject, we wish to inform that the 32nd Annual General Meeting ('AGM') of the Company is scheduled to be held on Thursday, 13th August, 2026 at 11:30 A.M.(IST)through Video Conference (VC) /Other Audio Visual means (OAVM), in compliance with relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') as amended from time to time.

Accordingly, pursuant to Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith a copy of the Notice convening 32nd AGM of the Company which is also uploaded on the Company's at www.vijifinance.com and the website of Central Depository Services (India) Limited at www.evotingindia.com.

Further, we are submitting the above said information in XBRL mode with in prescribed time limit along with the submission in PDF mode.

Kindly take the same on your record and acknowledge.
Thanking you,
Yours Faithfully,

FOR VIJI FINANCE LIMITED

Vijay Kothari Digitally signed by Vijay Kothari Date: 2026.07.21 15:55:47 +05'30'

Vijay Kothari
Chairman & Managing Director
DIN:00172878

Enclosed: a/a

VIJI FINANCE LIMITED
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Registered Office: 11/2, UshaGanj, Jaora Compound, Indore - 452001 (M.P.)
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NOTICE OF 32ND ANNUAL GENERAL MEETING

NOTICE is hereby given that 32nd Annual General Meeting of the Members of **VIJI FINANCE LIMITED** will be held on **Thursday, 13th day of August, 2026 at 11:30 A.M. (IST)** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") for which purpose the Registered office of the Company shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESSES: -

1. **To consider and adopt the Audited Financial Statement of the Company together with the Reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2026.**

   "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors and the Auditors thereon and Management Discussion Analysis and Corporate Governance Report, as circulated to the members, be considered and adopted."

2. **To appoint a Director in place of Mr. Ashish Verma (DIN: 07665222) Non-Executive Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.**

   "RESOLVED THAT pursuant to the provisions of Section 152(6) and Article of Association of the Company and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Ashish Verma (DIN: 07665222), Non-Executive Director of the Company, who is liable to retire by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESSES: -

3. **INCREASE IN AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

   To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and applicable provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crores only), divided into 30,00,00,000 (Thirty Crores) Equity Shares of Re. 1/- (Rupee One only) each to Rs. 75,00,00,000/- (Rupees Seventy Five Crores only), divided into 75,00,00,000 (Seventy Five Crores) Equity Shares of Re. 1/- (Rupee One only) by creation of additional 45,00,00,000 (Forty Five Crores) Equity Shares of Re. 1/- (Rupees one only) each ranking pari passu in all respect with the existing Equity Shares with the power to the Board to decide on the extent of variation in such rights and to classify and re-classify from time to time such shares into any class of shares.

   RESOLVED FURHTER THAT pursuant to the provisions of Section 13, 61, and 64 and other applicable provisions, if any, of the Companies Act, 2013 and read with Companies (Incorporation) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and application provisions of Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place the following new Clause:

   V. The Authorized Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy-Five Crores Only) divided into 75,00,00,000 (Seventy-Five Crores) Equity Shares of Re. 1/- (Rupee One) each.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to Mr. Vijay Kothari (DIN:00172878), Managing Director and Ms. Stuti Sinha, Company Secretary of the Company severally to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments, and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

4. CONFIRMATION OF APPOINTMENT OF MR. ARYAMAN KOTHARI (DIN: 09324877), AS DIRECTOR AS WELL AS WHOLE TIME DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and 161 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), provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and based on the recommendation of Audit Committee, Nomination & Remuneration Committee and Board of Director of the Company and approval from any other authority, if required, the consent of the member of the Company be and is hereby accorded for confirmation of appointment of Mr. Aryaman Kothari (DIN: 09324877), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th July, 2026 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER 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 and provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, and subject to such approvals, permissions and sanctions as may be required, and based on the recommendation of Audit Committee, Nomination & Remuneration Committee and Board of Directors of the Company and approval from any other authority, if required, consent of the member of the Company be and is hereby accorded for appointment of Mr. Aryaman Kothari (DIN: 09324877) as Whole Time Director of the Company for the period of three years with effect from 14th July, 2026 to 13th July, 2029 on the following terms, conditions, salary and perquisites:

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

b) **Perquisites:** In addition to the above salary Mr. Aryaman Kothari (DIN: 09324877), Whole Time Director shall also be entitled to the perquisite (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furniture, chauffeur driven car and telephone at residence, medical reimbursement, Key man insurance, term insurance, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, ex-gratia and 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, notwithstanding anything contained herein above, if in any financial year during the currency of his tenure, the company has no profits or its profits are inadequate, the salary, perquisite and any other Allowances along with Provident Fund, Gratuity and Leave Encashment as detailed in the above resolutions shall continue to be paid to him subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013.

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 is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper including filing of all related E-forms with the Registrar of Companies."

5. **Appointment of Mr. Prakash Muksiya (DIN: 11786103) as a Non-Executive Independent Director of the Company.**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution: -**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulations 17 and 25(2A) of 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. Prakash Muksiya (DIN: 11786103),** who was appointed by the Board of Directors in their meeting held on 24th June, 2026, based on the recommendations of the Nomination and Remuneration Committee as an Additional, Non-executive Independent Director under Section 161(1) of the Act, who holds office until the next Annual General Meeting, or for a period of three months from the date of appointment whichever is earlier, in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and he has also submitted a declaration confirming that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b), 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, who is eligible for appointment, be and is hereby appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from the date of appointment i.e. from 24th June, 2026 to 23rd June, 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

6. **Re-appointment of Ms. Sakshi Chourasiya (DIN: 09370037) as a Non-Executive Independent Director of the Company for a second term of five years.**

To consider and if thought fit, to pass, 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, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the 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], **Ms. Sakshi Chourasiya (DIN: 09370037),** who was appointed as an Independent Director of the Company at the 28th Annual General Meeting of the Company and who hold the office of the Independent Director up to 24th October, 2026 and being eligible for re-appointment as an Independent Director, who has submitted a declaration that she meets the criteria of independence under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI Listing Regulations 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 Independent Director and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Ms. Sakshi Chourasiya (DIN: 09370037), be and is hereby re-appointed as an Independent Director of the Company be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of (5) five consecutive years, w.e.f. 25th October, 2026 to 24th October, 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

7. **Approval of Material Related Party Transaction(s) with Mr. Vijay Kothari, Chairman and Managing Director of the Company.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Section 188 of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" and other applicable provisions, if any, as amended from time to time and pursuant to the recommendation and omnibus approval of the Audit Committee, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Mr. Vijay Kothari a related party of Company under Regulation 2(1)(zb) of the SEBI Listing Regulations and Section 2(76) of the Companies Act, 2013, on such terms and conditions as may be agreed between the Company and Mr. Vijay Kothari, for an aggregate value of up to Rs. 100 Crores (Rupees One Hundred Crores only) to be entered in for financial year 2026-27 and up to the date of 33rd Annual General Meeting, provided that such transaction(s) are in the ordinary course of business of the Company and on such terms as are permitted under the applicable provisions of law.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/authorized representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Date: 14th July, 2026
Place: Indore

By Order of the Board of Directors
For Viji Finance limited

VIJI FINANCE LIMITED

Stuti Sinha

STUTI SINHA
COMPANY SECRETARY
ACS: 42371

NOTES:-

1. In terms of Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 19/2021 dated December 08, 2021, General Circular no. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 followed by Circular No. 03/2025 dated September 22, 2025 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, circular no. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, Master Circular no. SEBI/HO/CFD/ PoD2/CIR/P/0155 dated November 11, 2024 and followed by SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January, 30, 2026 have permitted companies to conduct AGM through Video Conferencing (VC) or other audio-visual means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI master Circulars and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation), the 32nd AGM of the Company is being convened and conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited (CDSL) for convening the 32nd AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 34 of this Notice.

2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (the Act).

3. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In compliance with the aforesaid MCA and SEBI circulars physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2026 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed there under are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/R&STA or the Depositories. The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member. A Member can request for a physical copy of the Report by sending an e-mail to the Company at info@vijifinance.com. Further as per amended Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter which providing the weblink including the exact path, where complete details of Annual Report are available, will be sent by the Registrar and Share Transfer of the Company to those shareholders who have not registered their email address(es), at their address registered with the Company.

   To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/R&STA in case the shares are held by them in physical form after complying due procedure.

4. Members who have not registered their e-mail address and those members who have become the member of the Company after Friday 17th July, 2026 being the cut-off date for sending soft copy of the Notice of 32nd AGM and Annual Report for the financial year 2025-26, may access the same from Company's website at www.vijifinance.com, website of CDSL www.evotingindia.com and website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and The Calcutta Stock Exchange Limited at www.cse-india.com.

5. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

   Since the 32nd AGM of the Company will be convened through VC/ OAVM, where there will be no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act has been dispensed with. Accordingly, route map, attendance slip and proxy form will not be annexed to this Notice.

6. Pursuant to the provisions of Sections 112 and 113 of the Act, corporate/ Institutional member can authorize their representatives to

attend the AGM through VC/OAVM and cast their votes through e-voting. Provided a scan copy (PDF) of the Board Resolution authorizing such representative to attend the AGM of the Company through VC/OAVM on its behalf and to vote through remote e-voting shall be sent to the Scrutinizer through the registered email address of the member(s) at lnjoshics@gmail.com with a copy marked to the Company at info@vijifinance.com.

7. The Statement as required under Section 102 of the Act setting out material facts concerning the businesses with respect to Item Nos. 3 to 7 forms part of this Notice is annexed hereto.

As per the provisions of Clause 3.A.II of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Businesses as appearing at Item Nos. 3 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

8. In terms of the Article of Association of the Company read with Section 152(6) of the Companies Act 2013, Mr. Ashish Verma (DIN: 07665222) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment. The Board of the Directors of the Company recommends his re-appointment.

9. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Paragraph 1.2.5 of the Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at the AGM are provided as an annexure to the Notice forms integral part of this notice. Requisite declarations have been received from Director/s for seeking appointment/ re-appointment.

10. **IEPF:** Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred the unpaid/unclaimed dividend and the corresponding shares, wherever applicable, to the Investor Education and Protection Fund (IEPF). As on the date of this Notice, there is no unpaid or unclaimed dividend amount remaining with the Company for transfer to the IEPF.

Shareholders are requested to note that, pursuant to the provisions of Section 124 and 125 of the Act read with IEPF Rules, dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government. Members whose unclaimed dividends/shares are be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Web Form IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority www.iepf.gov.in

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts and all securities holders holding securities in physical form should submit their PAN and Bank account details to the RTA.

12. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.

13. Members who are holding shares in physical form are advised to submit particulars of their PAN details, e-mail address, Mobile Number, bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number etc. to our Registrar and Share Transfer Agent in prescribed Form ISR-1 quoting their folio number and enclosing the self-attested supporting document and other forms pursuant to SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 06th February 2026.

14. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialisation, which includes easy liquidity since trading is permitted in dematerialised form only, electronic transfer and elimination of any possibility of loss of documents. Any requests for transfer of securities are not permitted unless the securities are held in dematerialised form with a depository. Members may please note that pursuant to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, transfer of securities is permitted only in

dematerialised form, except under the special window open from 05 February 2026 to 04 February 2027 for transfer and demat of physical securities which were sold/purchased prior to 01 April 2019.

Further SEBI vide its Master Circular No. HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated 30 January 2026 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR–4, the format of which is available on the Company's website www.vijifinance.com and on the website of the Company's Registrar and Transfer Agents http://ankitonline.com . It may be noted that any service request can be processed only after the folio is KYC Compliant. Accordingly, Members holding shares in physical form are advised to dematerialise their shareholdings at the earliest.

15. SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 06 February 2026 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, the RTA cannot process any service requests or complaints received from the holder(s)/claimant(s), till PAN, KYC and Nomination documents / details are updated. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication was also intimated to the Stock Exchange and available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are once again requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link https://www.vijifinance.com/Share-Holder.php or contact the Company's Registrar and Transfer Agent for assistance in this regard.

16. As per the provision of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA website at http://ankitonline.com. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form only.

18. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July 2023 (updated as on August 04, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity and/ or its RTA, as per the SEBI Directives, by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution("ODR") Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link https://www.sebi.gov.in/legal/circulars/aug-2023/corrigendum-cum-amendment-to-circular-dated-july-31-2023-on-online-resolution-of-disputes-in-the-indian-securities-market_74976.html.

19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

20. 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.

21. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary at least 7 (seven days) before the date of the meeting so that the required information can be made available at the meeting.

22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act are available for inspection at the corporate office of the Company on any working day, between 11:00 a.m. to 1:00 p.m. (IST) and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of dispatch of this Notice up to the conclusion of AGM. Members seeking to inspect such documents can send an email to info@vijifinance.com.

23. 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.) 452010; Email: investor@ankitonline.com.

24. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID i.e. info@vijifinance.com to enable the investors to register their complaints/send correspondence, if any.

25. **Webcast:** Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL at www.evotingindia.com using the login credentials.

26. The Company has appointed Mr. L.N. Joshi, Practicing Company Secretary (Membership No. FCS-5201; CP No.4216) to act as the scrutinizer for conducting the remote e-voting process as well as the e-voting during the AGM, in a fair and transparent manner.

27. 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 Thursday 6th August, 2026, being the cut-off date.

28. A person, who is not a member as on the cut-off date, Thursday 6th August, 2026 should treat this Notice for information purposes only.

29. A person who has acquired the shares and has become a member of the Company after dispatch of notice of AGM and prior to the Cut-off date i.e. Thursday 6th August, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during AGM by following the procedure mentioned in this Notice.

30. The Memorandum of Association & Article of Association of the Company along with other related documents open for inspection of any member at the registered office of the Company at any working day during the business hours.

31. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company - www.vijifinance.com as soon as possible after the Meeting is over.

32. The procedure for joining the AGM through VC/OAVM is mentioned in this Notice. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.

33. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the facility for vote through electronically in respect of the businesses to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited ("CDSL"). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.

    For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

    Members are encouraged to share their valuable feedback regarding their overall satisfaction with the Company's investor servicing by sending an e-mail to info@vijifinance.com. Such feedback plays an important role in helping the Company understand investors' expectations and take necessary steps towards enhancing stakeholder value.

34. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND EVOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

i. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting, and while the AGM is in progress, by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without any restrictions on account of first come first served basis.

ii. The voting period begins on Monday 10th August, 2026 from 9.00 A.M. and ends on Wednesday, 12th August, 2026 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday 6th August, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the same will be enabled during the AGM for the Members who have not casted their vote through remote E-voting.

iii. Shareholders who have already voted prior to the meeting date may also attend / participate in the AGM through VC/OAVM but shall not be entitled to vote at the meeting venue.

iv. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

v. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit cdsl website www.cdslindia.com and click on Login icon and My Easi New (Token) Tab. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider ("ESP") for casting the vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all ESPs, so that the user can visit the ESPs website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also be able to directly access the system of all ESPs.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If the user is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. The user will have to enter the User ID and Password. After successful authentication, the user will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and the user will be able to see e-Voting page. Click on company name or ESP name and the user will be re-directed to ESP website for casting vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. The user will have to enter the User ID (i.e. the 16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, the user will be redirected to NSDL Depository site wherein the user can see e-Voting page. Click on company name or ESP name and user will be redirected to ESP website for casting vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login, user can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. User will have to enter 8-digit DP ID, 8-digit Client Id, PAN No., verification code and generate OTP. Enter

	the OTP received on registered email id/ mobile number and click on login. After successful authentication, user will be redirected to NSDL Depository site wherein user can see E-voting page. Click on company name or E-voting service provider name and user will be re-directed to ESP website for casting vote during the remote E-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	User can also login using the login credentials of demat account through user's Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, the user will be able to see e-Voting option. Once the user click on e-Voting option, the user will be redirected to NSDL/CDSL Depository site after successful authentication, wherein the user can see e-Voting feature. Click on company name or ESP name and user will be redirected to ESP website for casting vote during the remote e-Voting period or for joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 099 11
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or contact at 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

vi. Login method for e-Voting and joining virtual meeting for **physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders/Members" module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any other company, then your existing password is to be used.

   If a demat account holder has forgotten the login password then enter the user ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

6) If you are a first-time user follow the steps given below:

	For physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 the demat account or in the company records in order to login. • If both the details are not recorded with the depositories or company/RTA, please enter the member id / folio number in the Dividend Bank details field by following the instructions.

vii. After entering these details appropriately, click on "SUBMIT" tab.

viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Click on the Electronic Voting Sequence Number ("EVSN") for the relevant company i.e. **VIJI FINANCE LIMITED** on which you choose to vote.

xi. 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.

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

xiii. After selecting the resolution(s), 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.

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

xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only

- Non- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to mandatorily send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@vijifinance.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

35. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

- Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.

- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use a Stable Wi-Fi or LAN Connection/ internet facility to mitigate any kind of aforesaid glitches.

- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance from their registered e-mail atleast seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@vijifinance.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@vijifinance.com. These queries will be replied to by the company suitably by email.

- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

- When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.

- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

36. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. **For Physical shareholders -** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) including duly filed up request form ISR-1 by email to Company/RTA email id.
2. **For Demat shareholders-** Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders -** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

37. **DECLARATION OF RESULTS:**

A. The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and submit, not later than two days of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.

B. Based on the scrutinizer's report, the Company will submit within 2 (two) working days of the conclusion of the AGM to the Stock Exchange, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.

C. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at www.vijifinance.com and on the website of CDSL, i.e. www.evotingindia.com, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.

D. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 13th Day of August, 2026 subject to receipt of the requisite number of votes in favour of the Resolutions.

38. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 099 11.

39. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 099 11.

Date: 14th July, 2026
Place: Indore

By Order of the Board of Directors
For Viji Finance limited

VIJI FINANCE LIMITED

Stutisinha

STUTI SINHA
COMPANY SECRETARY
ACS: 42371

STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

IN TERMS OF THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (THE "ACT"), SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2") AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS"), THE FOLLOWING STATEMENT SETS OUT THE MATERIAL FACTS RELATING TO AGENDA ITEM 3 TO 7 AS SET OUT IN THE NOTICE OF 32ND ANNUAL GENERAL MEETING

ITEM NO. 3 INCREASE IN AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The existing Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only), divided into 30,00,00,000 (Thirty Crores) Equity Shares of Re. 1/- (Rupee One only) each. Considering the Company's present and future capital requirements, including the proposed conversion of outstanding warrants into equity shares and to maintain adequate headroom for any future issuance of equity shares or other eligible securities, as may be approved by the Board of Directors and/or the Members of the Company from time to time, it is proposed to increase the Authorised Share Capital of the Company.

Accordingly, the Board of Directors of the Company, at its meeting held on 14th July, 2026, has approved, subject to the approval of the Members, the increase in the Authorised Share Capital of the Company from Rs.30,00,00,000/- (Rupees Thirty Crores only), divided into 30,00,00,000 (Thirty Crores) Equity Shares of Re. 1/- (Rupee One only) each, to Rs. 75,00,00,000/- (Rupees Seventy Five Crores only), divided into 75,00,00,000 (Seventy Five Crores) Equity Shares of Re. 1/- (Rupee One only) each, by creation of an additional 45,00,00,000 (Forty Five Crores) Equity Shares of Re. 1/- (Rupee One only) each, ranking pari passu in all respects with the existing equity shares of the Company.

Pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, the increase in the Authorised Share Capital of the Company and the consequential alteration of Clause V of the Memorandum of Association of the Company require the approval of the Members by way of an Ordinary Resolution.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.3 of this Notice.

A copy of Memorandum of Association together with the proposed changes is available for inspection in the manner provided in the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice except to the extent of their shareholding in the Company. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.3 of this Notice.

Item No. 4 Confirmation of Appointment of Mr. Aryaman Kothari (DIN: 09324877) as a Director as well as Whole Time Director of the Company.

Mr. Aryaman Kothari is an entrepreneur and holds a Bachelor of Management Studies (BMS) degree. He has over 6 years of experience in field of Finance and Accounts. He possesses sound business acumen and has demonstrated capabilities in strategic planning, financial management and implementation of business initiatives aimed at achieving sustainable growth. Board is of opinion that his knowledge, experience and leadership will be of significant value to the Company.

Based on the recommendation of the Audit Committee and Nomination & Remuneration Committee, the Board of Directors, at its meeting held on 14th July, 2026, appointed Mr.Aryaman Kothari (DIN: 09324877) as an Additional Director under Section 161 of the Companies Act, 2013 and also as the Whole-time Director of the Company for a period of three (3) years with effect from 14th July, 2026, subject to the approval of the Members.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Aryaman Kothari holds office as an Additional Director up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. 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.

The approval of the Members is therefore sought for:

- appointment of Mr. Aryaman Kothari as a Director of the Company, liable to retire by rotation; and
- appointment of Mr. Aryaman Kothari as the Whole-time Director of the Company for a period of three years with effect from 14th July, 2026 to 13th July, 2029 on the remuneration and terms and conditions set out in Item No. 4 of the Notice.

This statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. Accordingly, it is proposed to appoint him as Whole Time Director w.e.f. 14th July, 2026 on remuneration as mentioned in Item No.4 of notice for which Audit Committee, Nomination and Remuneration Committee and Board of Directors have accorded their approval subject to approval of the members or any other appropriate authority if any.

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. The brief resume of Mr. Aryaman Kothari is annexed with this notice.

The remuneration proposed to be paid to Mr. Aryaman Kothari is within the limits prescribed under Sections 196, 197 and Schedule V of the Companies Act, 2013. The brief profile of Mr. Aryaman Kothari and the information required under Schedule V to the Companies Act, 2013 are set out below:-

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 lakhs	
	Financial Year	Revenue from operations	Profit/(loss) before Tax	Profit /(loss) after Tax
	2025-2026	508.17	264.11	197.46
	2024-2025	232.51	21.66	16.87
	2023-2024	192.50	20.05	12.02
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. Aryaman Kothari is an entrepreneur and a Bachelor of Management Studies (BMS). He belongs to the Promoter Group and has over six years of experience in finance and accounts.
2	Past remuneration	Nil
3	Recognition or awards	None
4	Job profile and his suitability	Mr. Aryaman Kothari as the Whole Time Director will be responsible for the overall management and operations of the Company. Considering his experience and expertise, the Board considers him well suited for the position..
5	Remuneration proposed	Rs. 2,50,000 per month (Rupees Two lakhs Fifty Thousand) together with perquisites as stated in the resolution
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Considering the size and operations of the Company, the responsibilities attached to the position, the qualifications and experience of Mr. Aryaman Kothari and prevailing industry practices, the proposed remuneration is reasonable and commensurate with similar positions in comparable companies.

7	Pecuniary rel ationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Vijay Kothari, Chairman & Managing Director, and Mrs. Shilpa Kothari, Promoter, are the parents of Mr. Aryaman Kothari. Except for this relationship and his shareholding, if any, he has no other pecuniary relationship with the Company, its Directors or Key Managerial Personnel.
III. Other information:		
1	Reasons of loss or inadequate profits	In spite of Company's endeavors to have better operational and financial performance, the factors such as the economic slowdown, uncertainty of market, tough completion and strict compliances by regularity 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	The Company expects improvement in operational performance and profitability in the coming years.

The information and Disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration paid to Directors under Nomination and remuneration Section.

Save and except Mr. Aryaman Kothari and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice. Mr. Aryaman Kothari is related to Mr. Vijay Kothari, Chairman & MD and Mrs. Shilpa Kothari, Promoter of the Company.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item No. 5 Appointment of Mr. Prakash Muksiya (DIN: 11786103) as a Non-Executive Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 24th June, 2026, appointed Mr. Prakash Muksiya (DIN: 11786103) as an Additional Director as well as Independent Director of the Company, not liable to retire by rotation, for a term of five years i.e. from 24th June, 2026, up to 23rd June, 2031 subject to the approval of the Members in ensuing 32nd Annual General Meeting.

According to the provision of Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Prakash Muksiya (DIN: 11786103) shall hold office as an Additional Director till the date of the next Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier.

However, pursuant to the provisions of Regulation 17(1C) read with Regulation 25 (2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders by way of special resolution for appointment of a person as an Independent Director on the Board of Directors at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Prakash Muksiya (DIN: 11786103) are provided as Annexure to this Notice separately. Mr. Prakash Muksiya (DIN: 11786103) has given his declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director, he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b), 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Non-Executive Independent Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Non-Executive Independent Director in terms of Section 164 of the Act. He has also given his consent to act as a Non-Executive Independent Director. In the opinion of the Board, Mr. Prakash Muksiya (DIN: 11786103) is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as a Non-Executive Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Prakash Muksiya (DIN: 11786103) has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Prakash Muksiya (DIN: 11786103) has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Company or its subsidiaries amounting to ten percent or more of its gross turnover.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft appointment letter in relation to appointment of Mr. Prakash Muksiya (DIN: 11786103) as a Non-executive Independent Director setting out the terms and conditions of the appointment would be available for inspection by the Members, by writing an email to the Company at info@vijifinance.com.

Further as per regulation 25(2A) of the Listing Regulations, appointment or the re-appointment of an independent director shall be subject to approval of shareholders by way of a special resolution. Mr. Prakash Muksiya (DIN: 11786103) fulfils the requirement of an independent director as laid down under Section 149(6) of the Act and Regulation 16 and 25 of the SEBI Listing Regulations.

The Board of Directors, based on the recommendation of the NRC considers and taken on record the declarations submitted by his after undertaking due veracity of the same and is of the opinion that Mr. Prakash Muksiya (DIN: 11786103) possesses requisite skills, experience and knowledge relevant to the Company's business and it would be beneficial to have his association with the Company as an Independent Director of the company in compliance with the provisions of Section 149 read with schedule IV to the Act and Regulation 17 of the SEBI Listing Regulations and the approval of the members is sought for the appointment of Mr. Prakash Muksiya (DIN: 11786103) as an Independent Director of the Company, as proposed in the resolution for approval by the members as a Special Resolution.

A brief profile of Mr. Prakash Muksiya (DIN: 11786103) and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI LODR Regulations read with the secretarial Standard on General Meetings ("SS-2"), issued by the Institute of company secretaries of India are mentioned in this statement and/or annexed to this notice.

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

Item No. 6 Re-appointment of Ms. Sakshi Chourasiya (DIN: 09370037) as a Non-Executive Independent Director of the Company for a second term of five years.

The Board of Directors at its meeting held on 25th October, 2021 had appointed Ms. Sakshi Chourasiya (DIN: 09370037) as an Additional Director of the Company to hold office till the next Annual General Meeting. Further, the Members in their 28th Annual General Meeting held on Tuesday, 27th September, 2022 confirmed the appointment of Ms. Sakshi Chourasiya (DIN: 09370037) as a Non-Executive Independent Director of the Company to hold office for a first term of 5 years w.e.f. from 25th October, 2021 to 24th October, 2026. Accordingly, the tenure of Ms. Sakshi Chourasiya (DIN: 09370037), as a Non-Executive Independent Director is due to expire on 24th October, 2026.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of independent directors, has recommended re-appointment of Ms. Sakshi Chourasiya (DIN: 09370037) as a Non-Executive Independent Directors for second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience and contributions made by her as a position of members of various committee, the continued association of Ms. Sakshi Chourasiya (DIN: 09370037) would be beneficial for the Company and it is desirable to continue to avail her services as a Non-Executive Independent Director.

Accordingly, it is proposed to re-appoint Ms. Sakshi Chourasiya (DIN: 09370037) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. 25th October, 2026 to 24th October, 2031 & pass necessary Special resolution at this AGM.

Ms. Sakshi Chourasiya (DIN: 09370037) is not disqualified from being re-appointed as a Non-Executive Independent Director in terms of Section 164 of the Act and has given her consent to act as a Non-Executive Independent Director. The Company has also received declaration from her that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under regulation 16(1)(b) and other applicable Regulation of the SEBI Listing Regulations. In the opinion of the Board, she fulfills the conditions for re-appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI Listing Regulations. She has confirmed that she is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given her consent to act as Director of the Company. The Company has received notices in writing from a Member under Section 160 of the Act, proposing the candidature of Ms. Sakshi Chourasiya (DIN: 09370037) for the office of Non-Executive Independent Director of the Company.

The brief profile and other disclosures relating to Ms. Sakshi Chourasiya, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings, are provided in the Annexure forming part of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft appointment letter in relation to re-appointment of Ms. Sakshi Chourasiya (DIN: 09370037) as a Non-Executive Independent Director setting out the terms and conditions of the re-appointment would be available for inspection by the Members, by writing an email to the Company at info@vijifinance.com.

The disclosure under Regulation 36 of the SEBI Listing Regulations is attached to this notice separately.

Except proposed appointee and her relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 6 of the Notice.

Accordingly, the Board recommends the Special Resolution set out in item no. 6 of this notice for approval of members.

ITEM NO. 7 APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. VIJAY KOTHARI, CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY.

Background, Details and Benefits of the Transaction

The Company is engaged in the business of financing and, being a Non-Banking Financial Company ("NBFC"), requires financial resources from time to time for meeting its operational requirements, lending activities, repayment/refinancing of borrowings and maintaining regulatory capital and liquidity requirements. In this regard, the Company has, from time to time, accepted unsecured loans from its Chairman & Managing Director, Mr. Vijay Kothari, on arm's length commercial terms and in the ordinary course of its business.

Acceptance of unsecured loans from the related party provides the Company with timely access to funds without creation of any charge over its assets and enables operational flexibility. Such funding supports the Company's lending operations and business growth. The proposed transaction is therefore in the commercial interest of the Company.

The proposed transactions with Mr. Vijay Kothari are expected to exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statement for the financial year ended 2025-26. In accordance with Regulation 23 of the SEBI Listing Regulations, the Company's policy on Materiality and Dealing with Related Party Transactions, and all applicable provisions of the Companies Act, 2013 and Rules made there under, these transactions require the approval of shareholders by way of an Ordinary Resolution.

In accordance with Regulation 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') all related party transactions and subsequent material modifications thereto require prior approval of the Audit Committee. Further as per Regulation 23(4) of the Listing Regulations, all material related party transactions and subsequent material modifications thereto require prior approval of the shareholders. As per Regulation 23 of the Listing Regulations read with Company's Policy on Materiality of and dealing with Related Party Transactions ('the RPT Policy'), Material Related Party Transaction means a transaction with a Related Party where the transaction/ transactions to be entered into individually or taken together with previous transactions with a Related Party during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company ('Materiality Threshold'). Such material related party transactions require prior approval of the shareholders by way of an Ordinary Resolution, irrespective of whether the transactions are entered into in the ordinary course of business and/or on an arm's length basis.

Pursuant to Regulation 23(4) of the Listing Regulations, the Members of the Company had at the 31st Annual General Meeting held on 31st December, 2025 approved material related party transactions of the Company with Mr. Vijay Kothari Chairman & Managing Director for an aggregate amount not exceeding Rs. 25 crores in a financial year 2025-26 and up to date of 32nd AGM. In accordance with the Listing

Regulations the said approval of the members is valid upto the 32nd Annual General Meeting of the Company. The transactions to be entered into by the Company with Mr. Vijay Kothari Chairman & Managing Director till 32nd AGM shall be within the limits approved by the members vide their resolution dated 31st December, 2025 i.e. aggregate value of such transactions shall not exceed Rs.25.00 Crore in the financial year and up to the 32nd AGM.

In view of the above, approval of the members of the Company is being sought for the Material Related Party transactions to be entered into by the Company with Mr. Vijay Kothari Chairman & Managing Director from the ensuing 32nd Annual General Meeting till the 33rd Annual General Meeting to be held in the calendar year 2027, as per the resolution as set out in Item No. 7 of the Notice.

A Statement containing all the necessary disclosures, including the information required to be disclosed to the Audit Committee in accordance with the SEBI Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities last updated on 30th January, 2026 (the Master Circular) read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" issued vide SEBI Circular dated 26th June, 2025 (the RPT Industry Standard) was placed before the Committee. Further, a certificate from the Managing Director, CS and Chief Financial Officer (CFO) inter-alia confirming that the terms of RPTs proposed to be entered into are in the interest of the Company was also placed before the Committee. The Committee reviewed the said Statement and the said Certificate and after due consideration approved the Material Related Party transaction to be entered into by the Company with Mr. Vijay Kothari Chairman & Managing Director from the ensuing 32nd Annual General Meeting till the 33rd Annual General Meeting to be held in the calendar year 2027 and recommended to the Board of Directors and the Members the resolution as set out in Item No. 7 of the AGM Notice. The Board of Directors of the Company at its meeting held on 14th July, 2026 considered the above proposal and has recommended to the Members for their approval the resolution as set out in Item No. 7 of the AGM Notice

The information that was placed before the Audit Committee while seeking its approval and before the Board of Directors while seeking its recommendation to shareholders for the proposed material related party transactions of the Company with Mr. Vijay Kothari Chairman & Managing Director, at their respective meetings held on 14th July, 2026, to the extent applicable, is provided below:

SN.	Particulars	Relevant disclosures
A1	**Basic Details of the Related Party**	
1	Name of the related party	Mr. Vijay Kothari, Promoter and Chairman & Managing director of the company, is related party in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations read with Section 2(76) of the Companies Act, 2013.
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Individual Promoter and Chairman & Managing Director of the Company.
A2	**Relationship and ownership of the related party**	
1	Relationship between the Company and Related Party including nature of its concern (financial or otherwise)	Mr. Vijay Kothari is the Promoter and Chairman & Managing Director of the Company. He is interested in the proposed transaction as the lender under the proposed unsecured loan arrangement.
2	Shareholding of the Company, whether direct or indirect, in Related Party	Not applicable
3	Shareholding of Related Party, whether direct or indirect, in the Company	Mr. Vijay Kothari holds **37925522 equity shares representing 19.80%** of the paid-up equity share capital of the Company (as on the date of the Notice).

A3.	**Details of previous transactions with the related party**	
1	Total amount of all the transactions undertaken by the Company or its subsidiaries with Related Party during the last financial year i.e. financial year ended 31st March, 2026	Aggregate unsecured loan transactions with the company amounting to Rs. 866.94 Lakhs, comprising unsecured loans availed of Rs. 430.55 Lakhs and repayments of Rs. 436.39 Further, Company does not have any subsidiary Company.
2	Total amount of all the transactions undertaken by the Company or its subsidiaries with Related Party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Aggregate unsecured loan transactions with the Company amounting to Rs.2387.06 Lakhs, comprising unsecured loans availed of Rs. 1349.69 Lakhs and repayments of Rs. 1037.37 Lakhs till the quarter ended 30th June, 2026. Further, Company does not have any subsidiary Company.
3	Default, if any, made by the related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company or its subsidiary during the last financial year.	**No default** has been made by the Related Party concerning any obligation undertaken under any transaction with the Company during the preceding financial year.
A4.	**Amount of the proposed transaction(s)**	
1	Amount of the proposed transactions being placed for approval of the shareholders at the 32nd AGM	Acceptance of unsecured loan not exceeding **Rs. 100.00 Crores**.
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	**Yes.** The aggregate value of the proposed transaction, together with transactions already undertaken during FY 2026-27, exceeds the materiality threshold prescribed under Regulation 23 of the SEBI (LODR) Regulations, 2015.
3	Value of the proposed transactions as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year ending 31st March, 2026	**1967.85%** (to be computed based on FY 2025-26 audited consolidated turnover).
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable.
5	Value of the proposed transactions as a percentage of Related Party annual consolidated turnover for the immediately preceding financial year i.e. financial year ending 31st March, 2026	**Not Applicable.** The Related Party is an individual and does not prepare consolidated financial statements.
6	Financial performance of Related Party for the immediately preceding financial year i.e. financial year ending 31st March, 2026	**Not Applicable.** The Related Party is an individual

A5.	Basic details of the proposed transaction	
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Acceptance of unsecured loan by the Company.
2	Details of each type of the proposed transaction	Acceptance of unsecured loan(s) from Mr. Vijay Kothari from time to time, together with repayment thereof, within the overall limit approved by the shareholders. The proposed borrowings shall be interest-free, unsecured and in the ordinary course of business.
3	Tenure of the proposed transaction	The proposed transaction is repetitive in nature and may be entered into from time to time in the ordinary course of the Company's business. Shareholders' omnibus approval is sought for transactions to be entered into from the date of the 32nd Annual General Meeting until the date of the 33rd Annual General Meeting, provided that such period shall not exceed fifteen months.
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not exceeding Rs. 100.00 Crores during FY 2026-27 and up to the date of the 33rd AGM.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	The Company, being an NBFC, requires adequate financial resources to support its lending activities, working capital requirements and other business operations. Acceptance of unsecured interest-free loans from the Promoter facilitates timely availability of funds without creation of any security or financing cost to the Company. The proposed transaction is in the ordinary course of business and is in the best interests of the Company and its shareholders.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Vijay Kothari – Chairman & Managing Director.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable, since the Related Party is an individual.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. No valuation or external report has been relied upon for the proposed transaction.
9	Other information relevant for decision making.	The Audit Committee has reviewed all relevant information, including the commercial rationale, pricing mechanism and arm's length nature of the transaction, and has recommended the proposal to the Board. The transaction shall be monitored by the Audit Committee and any material modification shall require prior approval in accordance with applicable law and the Company's Policy on Related Party Transactions.

B 5.	Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary	
1	Material covenants of the proposed transaction	The borrowing shall be governed by the terms and conditions mutually agreed between the parties at the time of each drawdown. No material restrictive covenants are presently contemplated.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	Nil. The proposed unsecured loan shall be provided on an interest-free basis.
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	Nil. No interest, processing fee or any other borrowing cost is payable by the Company in respect of the proposed borrowing.
4	Maturity / due date	The tenure and maturity of each borrowing shall be mutually agreed between the parties at the time of availing the loan, based on the funding requirements of the Company.
5	Repayment schedule & terms	The repayment schedule, including prepayment, if any, shall be mutually agreed between the parties and documented at the time of availing each loan. The Company may also prepay the loan, in whole or in part, without any prepayment charges, subject to the agreed terms.
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	**Not Applicable,** as the proposed borrowing is unsecured.
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	The proceeds of the borrowing shall be utilized for the Company's business purposes, including meeting working capital requirements, lending operations in the ordinary course of business, repayment/refinancing of existing borrowings, and other general corporate purposes, in accordance with applicable laws.

The Audit Committee and the Board of Directors are of the opinion that the proposed related party transaction between the Company and Vijay Kothari Chairman & Managing Director of the Company is in ordinary course of business, are transacted at arm's length basis and shall not be detrimental to the interest of minority members and are in the interest of the Company and its members.

In accordance with the SEBI Circulars the approval of the Members of the Company shall be valid upto the date of the 33rd AGM subject to maximum period of fifteen months from the date of this 32nd AGM. The Company shall seek fresh approval of the Members before the expiry of this approval in case of need.

Based on the information on Related Party Transactions, summarized in this explanatory statement hereinabove, the Audit Committee has granted its approval and the Board of Directors of the Company has considered and recommended for the approval of the Members the proposed related party transaction between the Company and Vijay Kothari Chairman & Managing Director of the Company.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the resolution at Item No. 7 whether the entity is a related party to the particular transaction or not. Accordingly, no Member of the Company being a Related Party of the Company as per the Listing Regulations, shall vote to approve the said resolution.

Save and except Mr. Vijay Kothari, Chairman & Managing Director and his relatives being a member of promoter group to the extent of their shareholding interest, if any, in the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested in the proposed Resolution.

Accordingly, the Board recommends the Resolution as set out at Item No. 7 of this Notice for approval of the Members as an Ordinary Resolution.

Date: 14th July, 2026
Place: Indore

By Order of the Board of Directors
For Viji Finance limited

VIJI FINANCE LIMITED

Stutisinh

STUTI SINHA
COMPANY SECRETARY
ACS: 42371

Additional Information of Director who retire by rotation and seeking appointment and re-appointment at the 32nd Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard-2 of General Meeting:

Name of Directors	Ashish Verma	Aryaman Kothari	Prakash Muksiya	Sakshi Chourasiya
DIN	07665222	09324877	11786103	09370037
Date of Birth & Age	13th November, 1967 (58 Years)	12th June 2001 (25 Years)	29th May 1981 (45 Years)	24th August, 1991 (34 Years)
Date of first Appointment on Board	08th December, 2025	14th July 2026 (Initial date of appointment as Director subject to approval of members in ensuing AGM)	24th June 2026 (Initial date of appointment as Director subject to approval of members in ensuing AGM)	25th October 2021
Nature of Expertise/ Experience in specific functional areas	39 years of experience in Education and Administration	More than 6 year Experience in the field of Finance and Accounts	More than 15 years of experience in the management of cooperative societies	More than 13 years of experience in Education field and administration
Qualification	MA, M.Phil, M.Ed, MBA	Bachelor of Management Studies (BMS)	B.com	B.Tech
Terms and conditions of appointment	NA	As stated in the resolution & Explanatory Statement presented to the 32nd Annual General Meeting	As stated in the resolution & Explanatory Statement presented to the 32nd Annual General Meeting	As stated in the resolution & Explanatory Statement presented to the 32nd Annual General Meeting
No. & % of Equity Shares held in the Company including shareholding as a beneficial owner	Nil	39,76,834 shares (2.08%) Not hold any share as a Beneficial Owner	Nil	Nil
List of outside Company's directorship held	Viji Housing Finance Limited	1. Viji Bioscience Private Limited	Nil	Nil
List of Companies in which resigned in the past three years	Nil	Resigned from Viji Finance Limited w.e.f. 03.11.2025	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of the Company	Member of Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee	Nil	Nil	Chairperson of Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee
Details of remuneration sought to be paid and the remuneration last drawn by such person including sitting fees paid	Nil	The Board has proposed his appointment as the Whole-time Director of the Company, subject to the approval of the Members. The approval of the Members is also being sought for payment of remuneration of Rs 2,50,000/- per month, together with such perquisites and other benefits as set out in the accompanying resolution.	Nil	Nil

Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	Nil	Nil	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of other Companies in which he resigned in the past three years	None	None	None	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related with any director, manager and Key Managerial Personnel	Mr. Aryaman Kothari is the son of Mr. Vijay Kothari, Chairman & Managing Director of the Company	Not related with any director, manager and Key Managerial Personnel	Not related with any director, manager and Key Managerial Personnel
Number of meeting of Board attended during the financial year 2025-26	During FY 2025–26, two Board Meetings of the Company were held after his appointment, and he attended both meetings.	Not applicable since he was appointed during the current financial year 2026-27	Not applicable since he was appointed during the current financial year 2026-27	During the FY 2025-26, 9 Board Meetings of the Company were held, and She had attended all the Meetings.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not applicable since he is proposed to be re-appointed as Professional Non-Executive Director of the Company.	Not applicable since he is proposed to be appointed as Non-executive director	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination and Remuneration of Directors. Further, the Board has a defined list of core skills/expertise/competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Prakash Muksiya and concluded that he possess the relevant skill and capabilities to discharge the role of Independent Director.	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination and Remuneration of Directors. Further, the Board has a defined list of core skills/expertise/competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Ms. Sakshi Chourasiya and concluded that Ms. Sakshi Chourasiya possess the relevant skill and capabilities to discharge the role of Independent Director and to be re-appointed as Independent Director.

Date: 14th July, 2026
Place: Indore

By Order of the Board of Directors
For Viji Finance limited

VIJI FINANCE LIMITED

Stuti Sinha

STUTI SINHA
COMPANY SECRETARY
ACS: 42371