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** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	To, **The Secretary (Listing/Compliance),** **National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla 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 Integrated Annual Report for the Financial Year 2025-26 along with Notice convening the 32nd Annual General Meeting as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Reference: VIJI FINANCE LIMITED (BSE Scrip Code 537820, NSE Symbol: VIJIFIN; CSE Scrip Code: 032181; ISIN: INE159N01027)

This is 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. In accordance with the aforesaid circulars issued by the MCA and SEBI, the Integrated Annual Report of the Company for the financial year 2025-26 along with the Notice convening 32nd AGM is being sent to those members of the Company whose email addresses are registered with the Company and/or Depository Participant(s).

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of an Integrated Annual Report of the Company for the financial year 2025-26 containing the Notice convening 32nd AGM of the Company.

The Integrated Annual Report for the financial year 2025-26 along with Notice convening the 32nd AGM is also uploaded on the Company's at www.vijifinance.com and the website of Central Depository Services (India) Limited at www.evotingindia.com.

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 15:55:00 +05'30'

Vijay Kothari
Chairman & Managing Director
DIN:00172878

Enclosed: a/a

VIJI FINANCE LIMITED

32nd ANNUAL REPORT 2025-26

VIJI FINANCE LIMITED

Contents

32ND ANNUAL REPORT 2025-26

BOARD OF DIRECTORS
Mr. Vijay Kothari
Promoter/Chairman & Managing Director
Mr. Ashish Verma
Professional Non- Executive Director
Ms. Sakshi Chourasiya
Woman Independent Director
Ms. Palak Malviya
Woman Independent Director
Mr. Prakash Muksiya *(Appointment w.e.f. 24th June, 2026)*
Independent Director
Mr. Aryaman Kothari *(Appointment w.e.f. 14th July, 2026)*
Additional Cum Whole Time Director

INTERNAL AUDITOR
CA Shubham Chopra

CHIEF FINANCIAL OFFICER
Mr. Siddhant Sharma

COMPANY SECRETARY
CS Stuti Sinha

REGISTRAR & SHARE TRANSFER AGENT
ANKIT CONSULTANCY PRIVATE LIMITED
Plot No. 60, Electronic Complex
Pardeshipura Indore (M.P) 452010
Tel. No: 0731-4065799, 4065797
Fax No.: 0731-4065798
Email Id:investor@ankitonline.com

SHARES LISTED AT
BSE Limited
National Stock Exchange of India Limited
The Calcutta Stock Exchange Limited

STATUTORY AUDITOR
Dharmendra K Agrawal & Co.
Chartered Accountants

SECRETARIAL AUDITOR
R C Bagdi & Associates
Practicing Company Secretary

BANKERS
ICICI Bank Limited
Yes Bank Limited

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

VIJI FINANCE LIMITED
CIN: L65192MP1994PLC008715
Registered Office: 11/2, UshaGanj, Jaora Compound, Indore - 452001 (M.P.)
Tel. 0731-4246092, **Email id-** info@vijifinance.com, **Website-**www.vijifinance.com

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

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:

<table>
<tr><th>Type of shareholders</th><th>Login Method</th></tr>
<tr><td>Individual Shareholders holding securities in Demat mode with CDSL Depository</td><td>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.</td></tr>
<tr><td>Individual Shareholders holding securities in demat mode with NSDL Depository</td><td>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</td></tr>
</table>

	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

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

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

STUTI SINHA
COMPANY SECRETARY
ACS: 42371

BOARD'S REPORT

To,

The Shareholders,

VIJI FINANCE LIMITED

The Board of Directors of your Company are pleased to present the 32nd Annual Report on the business operations and state of affairs of your Company along with the audited financial statements for the financial year ended 31st March, 2026.

1. STATE OF COMPANY'S AFFAIRS AND FINANCIAL PERFORMANCE:

1.1 FINANCIAL HIGHLIGHTS AND SUMMARY OF FINANCIAL STATEMENT

The financial statements of the Company for the financial year ended March 31, 2026, have been prepared in accordance with the Indian Accounting Standards (Ind-AS) as notified by the Ministry of Corporate Affairs and as amended from time to time.

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

(Amount in Lakhs except EPS)

Particulars	Year ended 31st March, 2026	Year ended 31st March, 2025
Total Income	523.99	292.92
Total Expenditure	259.88	271.26
Profit/(Loss) before tax	**264.11**	**21.66**
Less: Provision for Tax		
Current Tax	68.67	5.63
Deferred Tax	(2.02)	(0.84)
Profit/(Loss) after tax	**197.46**	**16.87**
Amount available for appropriation	**197.46**	**16.87**
Transferred to Statutory Reserve	39.49	3.36
Surplus Carried to Balance Sheet	**157.97**	**13.51**
Paid up Equity Share Capital	**1425.00**	**1425.00**
Earnings per share (INR 1/- each)		
Basic & Diluted (in INR)	**0.14**	**0.01**

1.2 OPERATIONS AND STATE OF COMPANY'S AFFAIRS

The Company is a Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India as a Non-Systemically Important Non-Deposit Taking NBFC under Section 45-IA of the Reserve Bank of India Act, 1934, and is primarily engaged in providing financial services.

During the financial year 2025-26, the Company recorded a total income of Rs.523.99 Lakhs as compared to Rs.292.92 Lakhs in the previous financial year, representing a growth of 78.89%.

The Company earned a Profit After Tax (PAT) of Rs.197.46 Lakhs during the year under review as against Rs.16.87 Lakhs in the previous year, registering a significant growth of 1,070.48%. The improved financial performance reflects better operational efficiency, effective deployment of funds, and prudent financial management.

The Board is pleased with the Company's performance during the year and remains confident of sustaining its growth momentum in the coming years.

1.3 FUTURE OUTLOOK

The Company remains optimistic about its future growth prospects, supported by its established presence in the financial services sector, prudent lending practices, and customer-centric approach. Going forward, the Company intends to focus on the following strategic priorities:

- **Expansion of Geographic Presence:** Strengthening its presence in existing markets while exploring opportunities in new geographical regions.
- **Digital Transformation:** Leveraging technology to enhance customer experience, streamline business processes, and improve operational efficiency.
- **Product Diversification:** Introducing innovative financial products and services to address the evolving requirements of customers and strengthen the Company's competitive position.

The Board believes that these initiatives will contribute to sustainable growth and long-term value creation for all stakeholders.

2. RBI NORMS

The Company is registered with the Reserve Bank of India as a Non-Systemically Important Non-Deposit Taking Non-Banking Financial Company (NBFC). During the year under review, the Company continued to comply with all applicable regulatory requirements and prudential norms prescribed by the Reserve Bank of India, including those relating to capital adequacy, leverage ratio, asset classification, provisioning requirements, and other applicable regulatory guidelines.

As on March 31, 2026, the Company has made a provision of Rs. 67.93 Lakhs towards Non-Performing Assets (Sub-standard Assets) in accordance with the applicable RBI prudential norms.

The Statutory Auditors have issued the requisite certificate confirming compliance with the prudential norms applicable to NBFCs, which forms part of the Audit Report.

2.1 KNOW YOUR CUSTOMER AND ANTI MONEY LAUNDERING MEASURE POLICY:

The Board of Directors has approved the Company's Know Your Customer (KYC) and Anti-Money Laundering (AML) Policy in accordance with the guidelines issued by the Reserve Bank of India and the applicable provisions of the Prevention of Money Laundering Act, 2002.

The Company has established appropriate systems and procedures to ensure compliance with the KYC and AML framework, including customer due diligence, ongoing monitoring of transactions, and reporting of prescribed transactions to the appropriate regulatory authorities, wherever applicable.

During the financial year under review, no suspicious transactions requiring reporting were identified.

2.2 FAIR PRACTICE CODE:

The Company has adopted a Fair Practices Code (FPC) in accordance with the guidelines prescribed by the Reserve Bank of India. The Code lays down principles governing transparent and fair dealings with customers, including fair lending practices, customer grievance redressal, and ethical conduct by employees.

The Company and its employees have complied with the provisions of the Fair Practices Code throughout the financial year.

2.3 SCALE BASED REGULATIONS:

The Reserve Bank of India, vide its Circular dated October 22, 2021, introduced the "Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs." Under the SBR Framework, NBFCs are classified into four layers based on their size, activity, and perceived risk, namely:

- NBFC – Base Layer (NBFC-BL)
- NBFC – Middle Layer (NBFC-ML)
- NBFC – Upper Layer (NBFC-UL)
- NBFC – Top Layer (NBFC-TL)

The Company has been classified as an NBFC – Base Layer (NBFC-BL) under the said framework and continues to comply with the regulatory requirements applicable to entities falling within this category.

3. ANNUAL RETURN:

Pursuant to the provisions of Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return of the Company as on March 31, 2026, in the prescribed form, is available on the website of the Company at https://www.vijifinance.com/Admin/finance/VIJI%20MGT-7%2025-26%20.pdf

4. SHARE CAPITAL

The paid-up Equity Share Capital of the Company as on March 31, 2026, stood at Rs. 14.25 Crores, comprising 14,25,00,000 Equity Shares of Re. 1/- each.

During the financial year under review, the Company did not issue any equity shares with differential voting rights, nor did it grant any stock options or issue any sweat equity shares. As on March 31, 2026, none of the Directors of the Company held any instruments convertible into equity shares of the Company.

During the financial year under review, the Members of the Company, at the 31st Annual General Meeting held on December 31, 2025, approved the increase in the Authorized Share Capital of the Company from Rs. 18,00,00,000/- (Rupees Eighteen Crore Only), divided into 18,00,00,000 Equity Shares of Re. 1/- each, to Rs. 30,00,00,000/- (Rupees Thirty Crore Only), divided into 30,00,00,000 Equity Shares of Re. 1/- each, by creating an additional 12,00,00,000 Equity Shares of Re. 1/- each.

4.1 PREFERENTIAL ISSUE OF CONVERTIBLE WARRANTS

The Board of Directors approved the issuance of up to 12,75,00,000 convertible warrants on a preferential basis to identified Non-Promoter/Public Investors at an issue price of Rs.2.80 per warrant, aggregating up to Rs. 35.70 crore, subject to shareholders' approval, stock exchange in-principle approvals, and other applicable statutory/regulatory approvals. The Board also approved convening an Extra-Ordinary General Meeting (EGM) on 23rd April 2026 at 11:30 A.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to seek shareholders' approval for the preferential issue and related matters.

Subsequent to the close of the financial year, the Preferential Allotment Committee of the Board of Directors, at its meeting held on June 16, 2026, allotted 8,85,00,000 Convertible Warrants on a preferential basis to certain Non-Promoter Investors at an issue price of Rs. 2.80 per warrant, aggregating to Rs. 24.78 Crores.

Each warrant is convertible into or exchangeable for one fully paid-up Equity Share of face value of Re. 1/- each within a period of 18 months from the date of allotment, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

In accordance with the applicable provisions, the Company received 25% of the issue price, amounting to Rs. 6.19 Crores, as upfront subscription money at the time of allotment. The balance 75% of the issue price is payable by the warrant holders at the time of exercising the conversion option.

The preferential issue was undertaken pursuant to the approval of the Members obtained at the Extraordinary General Meeting held on April 23, 2026, and the in-principle approvals received from the Stock Exchanges.

4.2 CONVERSION OF WARRANTS INTO EQUITY SHARES

Subsequent to the allotment of warrants, the Preferential Allotment Committee of the Board of Directors, at its meeting held on June 29, 2026, approved the allotment of 3,04,00,000 fully paid-up Equity Shares of face value of Re. 1/- each pursuant to the conversion of an equivalent number of Convertible Warrants.

The aforesaid Equity Shares were allotted at an issue price of Rs. 2.80 per share (including a securities premium of Rs. 1.80 per share) to 9 (Nine) warrant holders belonging to the Non-Promoter Category upon receipt of the balance 75% of the issue price, being Rs. 2.10 per warrant, aggregating to Rs. 6,38,40,000/-, in accordance with the terms and conditions governing the warrant subscription and the exercise of conversion rights.

Consequent to the aforesaid allotment, the issued, subscribed and paid-up Equity Share Capital of the Company increased from Rs. 14,25,00,000/-, comprising 14,25,00,000 Equity Shares of Re. 1/- each, to Rs. 17,29,00,000/-, comprising 17,29,00,000 fully paid-up Equity Shares of Re. 1/- each.

Further, 5,81,00,000 Convertible Warrants held by the warrant holders continue to remain outstanding as on the date of this Report. These warrants shall be eligible for conversion into an equivalent number of fully paid-up Equity Shares of face value of Re. 1/- each, upon receipt of the balance subscription amount and exercise of the conversion option by the respective warrant holders within the prescribed period of 18 months from the date of allotment, in accordance with the terms and conditions of the issue and the applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

4.3 UTILIZATION OF PROCEEDS FROM RIGHTS ISSUE AND PREFERENTIAL ISSUE

During the financial year ended **March 31, 2025,** the Company raised **Rs. 900.00 Lakhs** through the Rights Issue in accordance with the objects stated in the **Letter of Offer dated May 9, 2024.** The entire proceeds of the Rights Issue have been fully utilized for the purposes and objects for which the funds were raised, as disclosed in the Letter of Offer. Accordingly, there has been no deviation or variation in the utilization of the issue of proceed from right issue.

Subsequent to the close of the financial year ended March 31, 2026, the Company raised ₹1,467.90 lakh through a preferential issue of equity shares upon conversion of warrants. A portion of the proceeds has been utilized towards the objects of the issue, and the balance unutilized amount shall be deployed for the approved objects in due course. There has been no deviation or variation in the utilization of the issue proceeds from the objects for which the funds were raised.

5. NUMBER OF MEETINGS OF THE BOARD, ITS COMMITTEES & GENERAL MEETINGS.

The Board met Nine (9) times during the FY 2025-26 the details of which are given in the Corporate Governance Report forming part of the Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Information on the Audit Committee, Nomination and Remuneration Committee (“NRC”), Stakeholders Relationship Committee and meetings of those Committees held during the year are given in the Corporate Governance Report.

Further, 31st Annual General Meeting of the Company for financial year 2024-25 was held on 31st December, 2025 and no Extra Ordinary General Meeting of the Company was held during the financial year 2025-26.

6. DIVIDEND

With a view to supporting the Company's future growth and business expansion, and considering the prevailing uncertain economic environment, your Directors consider it prudent to conserve the Company's resources. Accordingly, they do not recommend any dividend for the financial year ended March 31, 2026.

6.1 AMOUNT TRANSFERRED TO INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to the applicable provisions of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government upon completion of seven years from the date of their transfer to the Company's Unclaimed Dividend Account.

Accordingly, during the financial year 2025–26, unpaid/unclaimed dividend amounting to Rs. 0.33 lakh relating to the financial year 2017–18 was transferred to the Investor Education and Protection Fund.

Further, in accordance with the IEPF Rules, shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years or more are also required to be transferred to the demat account of the IEPF Authority. Accordingly, after the close of the financial year 2025–26, the Company transferred 2,66,963 equity shares pertaining to 108 folios to the designated demat account of the IEPF Authority, as the dividend on these shares relating to the financial year 2017–18 had remained unpaid or unclaimed for seven consecutive years or more.

Further, 13434 shares belong to six shareholders could not be transferred to IEPF authority as the respective shareholder accounts/shares were frozen pursuant to regulatory actions. Since the freezing of such shares by the regulatory authorities is beyond the control of the Company, the transfer of those shares to the IEPF Authority could not be completed within the prescribed timeline. The Company has transferred the eligible shares wherever the transfer process could be completed successfully and is taking necessary steps to transfer the remaining eligible shares.

6.2 DETAILS OF NODAL OFFICER:

The details of Nodal Officer appointed by the Company pursuant to the provision of IEPF Rules are available on the website of the Company at https://www.vijifinance.com/Share-Holder.php

7. AMOUNTS TRANSFERRED TO RESERVES

Being a Non-Banking Finance Company, 20% of the profit i.e. Rs. 39.49 Lakhs has been transferred to statutory reserve of the Company.

8. DEPOSITS

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

8.1 THE DETAILS OF DEPOSITS WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENTS OF CHAPTER V OF THE ACT

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

8.2 UNSECURED LOAN FROM DIRECTOR:

Pursuant to Section 2(31) of the Companies Act, 2013 read with Rule 2(1)(C)(viii) of Companies (Acceptance of Deposits) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the details of unsecured loan received from directors are given below:

(Amount in Lakhs)

S. No.	Name of Director	Amount Received	Outstanding Amount
1.	Mr. Vijay Kothari	430.55	512.72

9. SUBSIDIARY COMPANIES, JOINT VENTURE OR ASSOCIATE COMPANIES

The Company does not have any subsidiary company or associate company or any joint venture or Holding company.

10. DETAILS OF BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company has a professional Board with an optimum combination of executive and non-executive directors who bring to the table the right mix of knowledge, skills and expertise. The Board provides strategic guidance and direction to the Company in achieving its business objectives and protecting the interest of stakeholders. The composition of the Board of Directors of the Company is in accordance with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations.

a) Directors liable to retire by rotation seeking re-appointment

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Ashish Verma (DIN: 07665222), retires by rotation at the ensuing 32nd Annual General Meeting of the Company and being eligible offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

b) Change in Directors

During the financial year 2025-26, following changes were made in the Board:

- On the basis of recommendation of Nomination and Remuneration Committee the Board of Directors in their meeting held on 08th September, 2025 approved, subject to approval of members in 31st Annual General Meeting, the appointment of : -

i. Mr. Nikhilkumar Ramaniklal Sanghvi (DIN: 11220684) as an Additional Director under the category of Non-Executive Non-Independent Director of the Company w.e.f. 08th September, 2025.

ii. CA Anchit Garg (DIN: 10759438) as an Additional Director under the category of Independent Non-Executive Director of the Company w.e.f. 08th September, 2025.

However, office of CA Anchit Garg (DIN: 10759438) Independent Director and Mr. Nikhilkumar Ramaniklal Sanghvi (DIN: 11220684) Non-Executive Director of the company ceased with effect from 08th December, 2025 due to non-receipt of shareholders' approval within the stipulated timeline prescribed under Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- On the recommendation of Nomination and Remuneration Committee, the Board of Directors in their Meeting held on 8th December, 2025 approved the appointment of Mr. Ashish Verma (DIN: 07665222) as an Additional Director in the category of Professional Non-Executive Non-Independent Director of the Company w.e.f. 8th December, 2025. Subsequently, his appointment as a Non-Executive Non-Independent Director was regularized by the Members through an Ordinary Resolution passed at the 31st Annual General Meeting held on December 31, 2025.

During the financial year 2025-26 the following directors resigned from the directorship of the company:

i. Mr. Rajendra Sahay Shrivastava (DIN: 00021576) resigned as the Independent Director of the Company, with effect from the closure of business hours on 08th September, 2025. Consequently, he also ceased to be a member of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the company.

ii. Mr. Aryaman Kothari (DIN: 09324877) resigned as the Non-Executive Non-Independent Director of the Company, with effect from the closure of business hours on 03rd November, 2025.

iii. Mr. Nitesh Gupta (DIN: 09248507) resigned as Whole-Time Director & Key Managerial Personnel of the company, with effect from the closure of business hours on 08th December, 2025.

The Board places on record its sincere appreciation for the valuable contributions and guidance extended by the outgoing Directors and wishes them success in their future endeavors.

Further during the current Financial Year 2026-27 following changes were made in the composition of Board of Directors of the Company:

Based on the recommendation of Nomination and Remuneration Committee of the Company, the Board of Directors at its meeting held on 24th June, 2026, approved the appointment of Mrs. Sejal Riddhesh Shah (DIN: 11269204) as an Additional Director in the category of "Non-Executive Non-Independent Director" of the Company w.e.f. 24th June, 2026 subject to approval of shareholders of the Company. Subsequently tendered her resignation from office of director w.e.f. the close of business hours of 14th July, 2026.

- Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its Meeting held on 24th June, 2026 approved appointment of Mr. Prakash Muksiya (DIN: 11786103) as Additional Director under the category of Non-Executive Independent Directors w.e.f. 24th June, 2026, pursuant to provisions of Section 161(1) of the Companies Act, 2013. He shall hold office up to the date of the ensuing Annual General Meeting or for a period of three months from the date of his appointment, whichever is earlier. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for appointment as a Non-Executive Independent Director. The Board has recommended his appointment as a Non-Executive Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years commencing from 24 June 2026 and ending on 23 June 2031 (both days inclusive), subject to the approval of the shareholders.
- Based on the recommendation of Nomination and Remuneration Committee Board of Directors at its meeting held on 14th July, 2026 approved and recommended appointment of Mr. Aryaman Kothari (DIN: 09324877), as an Additional Director in the category of "Promoter Non-Executive Director" on the Board of Directors of the Company with effect from 14th July, 2026, pursuant to Section 161(1) of the Companies Act, 2013. He shall hold office up to the date of the ensuing Annual General Meeting of the Company, and his appointment as a Director is subject to the approval of the shareholders.

c) Key Managerial Personnel

As on 14th July, 2026 the following have been designated as the Key Managerial Personnel of the Company pursuant to Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time:

1. Mr. Vijay Kothari (DIN: 00172878), Chairman & Managing Director;
2. Mr. Aryaman Kothari (DIN: 09324877), Whole Time Director (w.e.f. 14/07/2026)
3. Mr. Siddhant Sharma, Chief Financial officer
4. Ms. Stuti Sinha, Company Secretary and Compliance officer

d) Change in the Key Managerial Personnel

During the financial year 2025-26, Mr. Nitesh Gupta (DIN: 09248507) resigned from the Whole-Time Director & Key Managerial Personnel of the company, with effect from the closure of business hours on 08th December, 2025.

However, during the current financial year 2026-27, on recommendation of Nomination and remuneration Committee, Board of Directors of the Company in their meeting held on 14th July, 2026 considered and approved appointment of Mr. Aryaman Kothari (DIN: 09324877) as Whole Time Director of the Company for period of three years w.e.f. 14th July, 2026 to 13th July, 2029, subject to approval of the members of the company in forthcoming Annual General Meeting or any other appropriate authority, if any

e) Disqualification of Directors

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

11. DECLARATION BY INDEPENDENT DIRECTOR

The Company has received declaration of independence from all the Independent Directors, as required under Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['the SEBI (LODR) Regulations, 2015'] as amended from time to time.

Further in terms of Regulation 25(8) of the SEBI (LODR) Regulations, 2015, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence and that they are independent of the Management. The Board of Directors of the Company have taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same.

The Board is of the opinion that the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfill their duties as Independent Directors.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs, Manesar ("IICA"). The Independent Directors are also required to undertake online proficiency self-assessment test conducted by the IICA within a period of 2 (two) years from the date of inclusion of their names in the data bank, unless they meet the criteria specified for exemption. All Independent Directors of the Company have already cleared/exempted an online proficiency self-assessment test conducted by IICA.

12. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of your Company, to the best of their knowledge, belief and ability and explanations obtained by them, confirm that: -

i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

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

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

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

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

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

Based on the framework and testing of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external agencies, including audit of internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2025-26.

13. DETAILS OF FAMILIARISATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS:

Pursuant to Regulation 25(7) of the SEBI (LODR) Regulations, 2015, the Company conducts familiarization programme for its directors from time to time. The familiarization programme ensures that the non-executive directors are updated on the business and regulatory environment and the overall operations of the Company. This enables the non-executive directors to make better informed decisions in the interest of the Company and its stakeholders.

The details of the familiarization program of the independent directors are available on the website of the Company at the web link: https://www.vijifinance.com/Admin/pdf/FamiliarisationProgrammes%202025-26.pdf

14. MEETING OF INDEPENDENT DIRECTORS:

The Independent Directors met once during the year as on 24th March 2026. The Meeting was conducted in an informal manner without the presence of the Chairman, Managing Director, Non-Executive Non-Independent Directors and the Chief Financial Officer.

15. COMMITTEES OF THE BOARD OF DIRECTORS:

The Company has various committees which have been constituted as a part of the good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The details of Committees of the Board are given below:

(i) Audit Committee

(ii) Nomination and Remuneration Committee

(iii) Stakeholders Relationship Committee

(iv) Finance Committee

(v) Preferential allotment Committee

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

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

Pursuant to Section 134(3)(p) of the Companies Act, 2013 and SEBI Listing Regulations, the Board of Directors have carried out an annual performance evaluation of its own performance, its Committees, the Directors individually including Independent Directors (where in the concerned Director being evaluated did not participate) based on the criteria and framework adopted by the Board. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Individual Directors, the Board as a whole and its Committees with the Company. The Board approved the evaluation results as collated by Nomination and Remuneration Committee (“NRC”).

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017. The Board considered and discussed the inputs received from the Directors. Also, the Independent Directors at their meeting held on 24th March 2026 reviewed the following:

- Performance of Non-Independent Directors and the Board and the Committee as a whole;
- Performance of the Chairperson of the Company, taken into account the views of executive directors and non-executive directors;
- Assessed the quality, quantity and timeliness of flow of information between the Company’s management and the Board, which is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors has also expressed their satisfaction with overall functioning and implementations of their suggestions.

Performance evaluation criteria for Independent Directors

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

Statement with regard to integrity, expertise and experience of the Independent Director appointed during the year

During the year under review, the Board have appointed Independent Directors in the Company. Further, in the opinion of the Board, all our Independent Directors possess requisite qualifications, experience, expertise and hold high standards of integrity for the purpose of Rule 8(5)(iiia) of the Companies (Accounts) Rules, 2014. List of key skills, expertise and core competencies of the Board, including the Independent Directors, is provided in Corporate Governance Report.

17. PARTICULARS OF LOANS, INVESTMENTS OR GUARANTEE BY COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company is registered as a Non-Banking Financial Company (NBFC). Pursuant to the provisions of Section 186(11) of the Companies Act, 2013, the requirements of Section 186 relating to loans, guarantees, securities and investments do not apply to an NBFC in respect of transactions undertaken in the ordinary course of its business. Accordingly, the disclosure requirements prescribed under Section 186 of the Act are not applicable to the Company.

During the financial year under review, the Company made investments in equity shares in the ordinary course of its business. These include the acquisition of 9,94,041 equity shares of Narmada Macplast Drip Irrigation Sys Ltd, having a closing carrying value of Rs.189.78 lakh as at 31 March 2026, and an investment in the equity shares of Soni Soya Products Limited, having a closing carrying value of Rs.5.02 lakh as at 31 March 2026. Further Trading of Soni Soya Product Ltd is suspended therefore shares are valued at same value as of Previous Year.

The aforesaid investments were made in the ordinary course of the Company's business and are in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws.

18. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Your Company has formulated the Policy on Related Party Transactions in line with the requirements of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. The policy regulates all transactions between the Company and its related parties which is also available on the Company’s website https://www.vijifinance.com/Admin/pdf/related%20party%20policy_Viji_15.01.2025.pdf

The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions are subjected to independent review by an Audit Committee to establish compliance with the requirements of Related Party Transactions under the Companies Act, 2013 and SEBI Listing Regulations. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm’s length basis.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and at Arm’s Length basis. The Material Related Party Transactions, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statement, which were entered during the year by your Company, are given separately in notes to the financial statements. Further, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, in Form AOC-2 is set out as **Annexure-A** and form part of this report.

Details of related party transactions entered into by the Company, in terms of Ind AS-24 have been disclosed in the notes to the financial statements forming part of this Report & Annual Accounts 2025-26.

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

During the year, Company was not engaged in manufacturing activities, therefore, particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgoing are not applicable.

(A) Conservation of Energy:

(i) The steps taken or impact on conservation of energy:

The operations of your Company are not energy intensive. However, adequate measures have been initiated to reduce energy consumption.

(ii) The steps taken by the company for utilizing alternate sources of energy: NIL

(iii) The capital investment on energy conservation equipment's: Not Applicable

(B) Technology Absorption:

(i) The efforts made towards technology absorption: Not Applicable

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution: No specific activity has been done by the Company.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year): The Company has neither purchased within India nor imported any technology.

(iv) The expenditure incurred on Research and Development: Company has not incurred any expenditure on Research and Development during the year under review.

(C) Foreign Exchange Earnings and Outgo:

During the year, there was neither inflow nor outflow of foreign exchange.

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

The Company has adequate Internal Controls Systems and the same are reviewed regularly. Beside there are documented policies and procedures to support the system, so that all the applicable rules and regulations are complied with; that all transactions are authorized, recorded and reported correctly and adequately and that all the assets of the Company are safeguarded and there is no unauthorized use thereof. The Audit Committee reviews reports presented by the internal auditors on a routine basis. Further, the Audit Committee maintains constant dialogue with statutory and internal auditors to ensure that internal control systems are operating effectively.

The Company's internal control system is commensurate with its size, scale and complexities of its operations. Such controls have been assessed during the year under review taking into consideration the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India.

However, your Company recognizes that Internal Financial Controls cannot provide absolute assurance of achieving financial, operational and compliance reporting objectives because of its inherent limitations. Accordingly, regular audits and review processes ensure that such systems are reinforced on an ongoing basis.

21. CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the financial year, your Company did not meet criteria laid down under the provisions of Section 135(1) of the Companies Act, 2013 read with companies (Corporate Social Responsibility Policy) Rules, 2014 and accordingly the provisions Corporate Social Responsibility are not applicable to the Company.

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

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued there under and the SEBI Listing Regulations, your Company has a well-structured Nomination and Remuneration Policy in place which laid down the criteria for determining qualifications, competencies, positive attributes, independence for appointment of Directors and remuneration of Directors, KMP and other employees.

Details on the Remuneration Policy are available on the Company's website at web-link:

https://www.vijifinance.com/Admin/pdf/Nomination-Remuneation-policy.pdf

The Board of Directors affirms that the remuneration paid to Directors, senior management and other employees is in accordance with the remuneration policy of the Company.

The Disclosure required under Section 197(12) of the Companies Act, 2013 read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to date, is annexed as **Annexure-B** and forms an integral part of the Board Report.

During the year under review, none of the employee of the Company is drawing remuneration more than INR 1,02,00,000/- per annum or INR 8,50,000/- per month for the part of the year. Therefore, details of top ten employees in terms of the receipt of remuneration as prescribed under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, containing details prescribed under rule 5(3) of the said rules, will be made available to any member on request, as per provisions of Section 136(1) of the Act. Any Member desirous of obtaining above said details may write to the Company or email at info@vijifinance.com

Further, Company did not have any holding or subsidiary company therefore receipt of the commission or remuneration from holding or subsidiary company of the company as provided under Section 197(14) of Companies Act, 2013 is not applicable.

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

The Company has established a Vigil Mechanism, through a Whistle Blower Policy, where Directors and employees can voice their genuine concerns or grievances about any unethical or unacceptable business practice. A whistle-blowing mechanism not only helps the company in detection of fraud, but is also used as a Corporate Governance tool leading to prevention and deterrence of misconduct.

It provides direct access to the employees of the Company to approach the Compliance Officer or the Chairman of the Audit Committee, where necessary. The Company ensures those genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment or victimization.

The Whistle Blower Policy is disclosed on the website of the Company at https://www.vijifinance.com/Admin/pdf/Whistle%20Blower.pdf No Person has been denied access to the Audit Committee.

24. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT

Secretarial Auditor

Pursuant to the amended provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Act and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the members of the Company at the 31st Annual General Meeting held on 31st December, 2025, approved the appointment of Ramesh Chandra Bagdi & Associates, Practicing Company Secretaries, Indore (Certificate of Practice Number: 2871) as the Secretarial Auditor of your Company for the period of five consecutive financial year starting from 2025-26 to 2029-30.

The Secretarial Auditor has confirmed that they have subjected themselves to Peer Review process by the Institute of Company Secretaries of India ("ICSI") and hold valid certificate issued by the Peer Review Board of ICSI.

Secretarial Audit Report

As required under provisions of Section 204 of the Act, the Secretarial Audit Report given by the Secretarial Auditor of the Company is annexed as **Annexure-C** and forms an integral part of this Report. There is no qualification, reservation or adverse remark or disclaimer in Secretarial Audit report except the following with Board Explanation:

Secretarial Auditor Observations	Management comments
The Company has not complied with the provisions of Regulation 31(1)(b) of the SEBI (Listing Obligations and	The delay in submission of the Shareholding Pattern occurred due to the non-availability of the BENPOS (Beneficial Position) data from the Depository, as access to the BENPOS file was

Disclosure Requirements) Regulations, 2015, as it delayed submission of the Shareholding Pattern to the Stock Exchanges for the quarter ended June 30, 2025 by 148 days and for the quarter ended September 30, 2025 by 54 days	temporarily suspended on account of non-payment of custodian fees. In the absence of the updated BENPOS data, the Company was unable to prepare and file the Shareholding Pattern within the prescribed timelines. Upon restoration of access to the BENPOS data, the Company promptly submitted the pending Shareholding Patterns to both the Stock Exchanges on December 16, 2025 and paid the applicable penalties. The Company has since strengthened its internal compliance and monitoring mechanisms to ensure timely payment of depository-related charges and compliance with all regulatory filing requirements.
The Company has not complied with the provisions of Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, as it failed to submit the Reconciliation of Share Capital Audit Report within the prescribed timelines for the quarters ended June 30, 2025 and September 30, 2025. In this regard, BSE Limited and National Stock Exchange of India Limited issued advisory/show cause notices to the Company. The Company subsequently submitted the Reconciliation of Share Capital Audit Reports on December 19, 2025	The delay in submission of the Reconciliation of Share Capital Audit Reports was consequential to the non-availability of the BENPOS (Beneficial Position) data from the Depository, as access to the BENPOS file was temporarily suspended on account of non-payment of custodian fees. Since the BENPOS data is an essential input for preparation of the Reconciliation of Share Capital Audit Report, the Company could not submit the reports within the prescribed timelines. The pending reports were submitted immediately upon receipt of the requisite data. The Company has implemented appropriate internal controls and monitoring mechanisms to ensure timely availability of the required data and compliance with the applicable regulatory timelines in future.
The Company has not complied with the requirement of uploading Know Your Customer (KYC) data to the Credit Information Companies (CICs) portal as mandated under the Master Direction – Know Your Customer (KYC) Direction, 2016	The delay was primarily attributable to procedural and system-related constraints during the relevant period. The Company has taken necessary corrective measures and strengthened its internal processes to ensure timely uploading of KYC data to the Credit Information Companies in accordance with the applicable regulatory requirements.
The Company has not complied with the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, with respect to the timely transfer of eligible shares to the Investor Education and Protection Fund (IEPF) Authority. The Company has transferred a substantial portion of the eligible shares after the prescribed timeline. However, 13434 equity shares pending for transfer to the IEPF Authority.	The delay in transferring the eligible shares to the Investor Education and Protection Fund (IEPF) Authority was primarily due to procedural and technical issues encountered during the transfer process. Further, 13434 shares belong to six shareholders could not be transferred to IEPF authority as the respective shareholder accounts/shares were frozen pursuant to regulatory actions. Since the freezing of such shares by the regulatory authorities is beyond the control of the Company, the transfer of those shares to the IEPF Authority could not be completed within the prescribed timeline. The Company has transferred the eligible shares wherever the transfer process could be completed successfully and is taking necessary steps to transfer the remaining eligible shares.

25. ANNUAL SECRETARIAL COMPLIANCE REPORT:

The Company has appointed Ramesh Chandra Bagdi & Associates, Practicing Company Secretaries, Indore (Certificate of Practice Number: 2871) to undertake an audit for the financial year 2025-26 for all applicable compliances as per SEBI Regulations and Circulars/Guidelines issued there under. Pursuant to provision of Regulation 24A, the Annual Secretarial Compliance Report has submitted to the stock exchanges within prescribed time.

26. STATUTORY AUDITORS

Dharmendra K Agarwal & Co., Chartered Accountants (FRN: 025525C), were appointed as Statutory Auditors of your Company in the 30th Annual General Meeting held on 30th September, 2024, for a term of five consecutive years from the conclusion of 30th Annual General Meeting up to the conclusion of the 35th Annual General Meeting to be held in the calendar year 2029.

EXPLANATION TO AUDITOR'S REMARKS

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

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

27. COST AUDITOR

The Company does not falls within the provisions of Section 148 of Companies Act, 2018 read with the Companies (Cost Records & Audit) Rules, 2014 as amended from time to time, therefore no such record are required to be maintained.

28. INTERNAL AUDITORS

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

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

29. REPORT ON CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION ANALYSIS:

Your Company has complied with the Corporate Governance requirements under Companies Act, 2013 and as stipulated under the provisions of the SEBI Listing Regulations. A detailed Report on Corporate Governance forms part of this Annual Report. A certificate of Practicing Company Secretary Ramesh Chandra Bagdi & Associates, confirming compliance of the Corporate Governance requirements by the Company is attached to the Report on Corporate Governance.

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

30. MD/CFO CERTIFICATION:

The Managing Director & CFO of your Company have issued necessary certificate pursuant to the provisions of Regulation 17(8) of the SEBI (LODR) Regulations, 2015 and the same forms part of this Annual Report.

31. CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct ("the Code") for all Board members and senior management personnel of your Company. This Code has been posted on the Company's website at the web link: https://www.vijifinance.com/Admin/pdf/Code%20of%20Conduct%20for%20BOD%20&%20KMP_Viji_15.01.2025.pdf

All Board members and senior management personnel have affirmed compliance with this Code. Declaration on adherence to the code of conduct is forming part of the Corporate Governance Report.

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

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the enterprise. The Board of Directors have developed & implemented Risk Management Policy for the Company which provides for identification, assessment and control of risks which in the opinion of the Board may threaten the existence of the Company. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

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

No material changes or commitments affecting the financial position of the Company have occurred between the end of the financial year to which the financial statements relate and the date of this Board's Report, except as set out below:

Subsequent to the close of the financial year, the Preferential Allotment Committee of the Board of Directors, at its meeting held on June 16, 2026, allotted 8,85,00,000 (Eight Crore Eighty-Five Lakh) Convertible Warrants on a preferential basis to certain Non-Promoter Investors at an issue price of Rs. 2.80 per warrant, aggregating to Rs. 24.78 Crores. Each warrant is convertible into or exchangeable for one Equity Share of face value of Re. 1 each of the Company within a period of 18 months from the date of allotment, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

At the time of allotment, the Company received an upfront subscription amount equivalent to 25% of the warrant issue price, aggregating to Rs. 6.19 Crores. The balance 75% of the issue price shall be payable by the warrant holders at the time of exercise of the conversion option. The preferential issue was made pursuant to the approval of the Members of the Company obtained at the Extra-Ordinary General Meeting held on April 23, 2026, and the in-principle approvals received from the Stock Exchanges.

Further, the Preferential Allotment Committee of the Board of Directors, at its meeting held on June 29, 2026, approved the allotment of 3,04,00,000 (Three Crore Four Lakh) Equity Shares of face value of Re. 1 each pursuant to the conversion of an equivalent number of Convertible Warrants.

Further note that the Preferential Allotment Committee, at its meeting held on July 10, 2026, approved the allotment of 1,86,00,000 (One Crore Eighty-Six Lakhs) equity shares to 3 (Three) warrant holders upon their exercise of conversion rights in respect of 1,86,00,000 (One Crore Eighty-Six Lakhs) warrants. The said warrant holders remitted the balance 75% of the issue price, aggregating to Rs. 3,90,60,000/- (Rupees Three Crore Ninety Lakhs Sixty Thousand only), in accordance with the terms of issue. Consequent upon the aforesaid allotment of Equity Shares, the issued, subscribed and paid-up equity share capital of the Company increased from Rs. 17,29,00,000 divided into 17,29,00,000 Equity Shares of Re. 1 each to Rs. 19,15,00,000 divided into 19,15,00,000 fully paid-up Equity Shares of Re. 1 each.

34. ENVIRONMENT AND SAFETY

The Company is engaged in the industry of providing services and not manufacturing of any goods, hence is a non-pollutant Company, however it has a deep concern for the protection and sustainability of environment owing to which it intends to be actively involved in activities for protection of environment. The Company emphasizes on reducing dependence on paper communications and encourages use of electronic means of communication which serves towards environmental protection and sustainable growth.

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

The Company is committed to providing a safe, secure and harassment-free workplace for all its employees. The Company has adopted an Anti-Sexual Harassment Policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year 2025-26, the Company had less than ten employees and, accordingly, the constitution of an Internal Committee under the provisions of the Act was not applicable. In the event of any complaint under the Act, the same shall be dealt with by the Local Committee constituted by the appropriate authority in accordance with the provisions of the Act.

The details of the complaints filed, disposed and pending during the financial year 2025-26 is given below:

S.No.	Particulars	No. of Complaints
a.	Number of Complaints of Sexual Harassment received in the year	Nil
b.	Number of Complaints disposed during the year	Nil
c.	Number of cases pending for more than ninety days	Nil

Further regular employee awareness sessions are conducted to generate awareness about the policy, reporting mechanism and prevention of sexual harassment at the workplace.

36. Compliance of Maternity Benefit

The Company has complied with the provisions of Maternity Benefit Act, 1961 during the year under review.

37. LISTING OF SHARES

Company's shares are listed on National Stock Exchange of India Limited (Symbol: VIJIFIN), BSE Limited (Scrip Code: 537820) and The Calcutta Stock Exchange Limited (Scrip Code: 032181).

38. INSURANCE

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

39. DEPOSITORY SYSTEM

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

40. COMPLIANCE OF SECRETARIAL STANDARD

Your Company is in compliance with the applicable Secretarial Standards, issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

41. DESIGNATED PERSON FOR THE PURPOSE OF DECLARATION OF BENEFICIAL INTEREST IN THE SHARES OF THE COMPANY:

Pursuant to provision of Rule 9(4) of Companies (Management and Administration) Rules, 2014 as amended by MCA vide Notification dated 27th October, 2023, every Company required to designate a person who shall be responsible for furnishing, and extending co-operation for providing, information to the Registrar or any other authorized officer with respect to beneficial interest in shares of the company.

Accordingly, the Company has appointed Ms. Stuti Sinha (ACS: 42371), Company Secretary of the Company, as Designated Person for the purpose of declaration of beneficial interest in the shares of the Company.

42. OTHER DISCLOSURES:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/events on these items during the year under review:-

- No Significantor material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operation in future.
- Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under Section 67(3)(c) of the Companies Act, 2013).
- There has been no change in the nature of business of your company.
- TheBusiness Responsibility Reporting as required by Regulation 34(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is not applicable to your Company for the financial year ending March 31, 2026.
- Noapplication was made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 during the year in respect of your Company.
- Therewas no one time settlement of loan obtained from the Banks or Financial Institutions.

- There was no revision of financial statements and Board's Report of the Company during the year under review.
- The Company has complied with the provisions of Maternity Benefit Act, 1961 during the year under review.

43. ACKNOWLEDGMENT

The Board of Directors would like to place on record their gratitude for the guidance and co-operation extended by Reserve Bank of India and the other regulatory authorities. The Board takes this opportunity to express their sincere appreciation for the excellent patronage received from the Banks and Financial Institutions and for the continued enthusiasm, total commitment, dedicated efforts of the executives and employees of the Company at all levels. We are also deeply grateful for the continued confidence and faith reposed on us by all the Stakeholders including Shareholders.

Date: 14th July, 2026
Place: Indore

By Order of the Board of Directors
For Viji Finance limited

Vijay Kothari
Chairman & Managing Director
DIN: 00172878

Ashish Verma
Director
DIN: 07665222

ANNEXURE A
FORM AOC -2

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

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

Name of company **VIJI FINANCE LIMITED**

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

Number of contracts or arrangements or transactions not at arm's length basis 0

	Particulars	Detail
(a)	Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	Nil
(b)	Name (s) of the related party	Nil
(c)	Nature of relationship	Nil
(d)	Nature of contracts/arrangements/transactions	Nil
(e)	Duration of the contracts/arrangements/transactions	Nil
(f)	Salient terms of the contracts or arrangements or transactions including actual / expected contractual amount	Nil
(g)	Justification for entering into such contracts or arrangements or transactions	Nil
(h)	Date(s) of approval by the Board (DD/MM/YYYY)	Nil
(i)	Amount paid as advances, if any	Nil
(j)	Date on which the special resolution was passed in General meeting as required under first proviso to Section 188 (DD/MM/YYYY)	Nil
(k)	SRN of MGT-14	Nil

02. Details of contracts or arrangements or transactions at Arm's length basis

Number of contracts or arrangements or transactions at arm's length basis

	Particulars	Detail
(a)	Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	ACVPK1947R
(b)	Name (s) of the related party	Mr. Vijay Kothari (DIN: 00172878)
(c)	Nature of relationship	Chairman & Managing Director of Company
(d)	Nature of contracts/ arrangements/ transactions	Interest free Unsecured Loan taken & repaid
(e)	Duration of the contracts/ arrangements/ transactions	Continuing One

(f)	Salient terms of the contracts or arrangements or transactions including the value, if any*	Transactions held during the financial year 2025-26 Loan taken: INR 430.55 Lakhs Loan repaid: INR 436.39 Lakhs
(g)	Date(s) of approval by the Board (DD/MM/YYYY)	Date of Board Meeting: 08.12.2025 Further, the Company has obtained approval from the members in 31st Annual General Meeting held on 31st December, 2025 for material related party transaction undertaken during the financial year 2025-26 and up to the date of ensuing 32nd Annual General Meeting with Mr. Vijay Kothari.
(h)	Amount paid as advances, if any	Nil

***All transactions are undertaken in the ordinary course of business and necessary omnibus approvals were granted by the Audit Committee for transactions undertaken with Related Party.**

Date: 14th July, 2026
Place: Indore

By Order of the Board of Directors
For Viji Finance limited

Vijay Kothari
Chairman & Managing Director
DIN: 00172878

Ashish Verma
Director
DIN: 07665222

ANNEXURE-B

[Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

S. No.	Name of Director	Ratio of remuneration of Director to median remuneration of employees
1.	Mr. Vijay Kothari#	NA
2.	Mr. Nitesh Gupta*	0.98:1

Notes:

 # Mr. Vijay Kothari, Chairman and Managing Director, did not receive any remuneration from the Company during the financial year 2025–26. Accordingly, the ratio of his remuneration to the median remuneration of the employees is not applicable.

** Mr. Nitesh Gupta (DIN: 09248507) resigned as Whole-time Director of the Company with effect from the close of business hours on 08 December 2025.*

II. The percentage increase in remuneration of each Director, CFO, CEO, Company Secretary or Manager, if any in the financial year 2025-26 is as follows:

S. No.	Name of Person	Designation	% increase in Remuneration
1	Mr. Vijay Kothari	Chairman and Managing Director	NIL
2	Mr. Nitesh Gupta	Whole-Time Director	NIL
3	Mr. Siddhant Sharma	Chief Finance Officer	7.46%
4	Ms. Stuti Sinha	Company Secretary	5.88%

The Non-Executive Directors did not receive any remuneration, sitting fees or commission during the financial year. Accordingly, there was no increase in their remuneration.

III. The Percentage increase in the median remuneration of employees in the financial year:

The median remuneration of employees decreased by 8.71% during the financial year 2025–26.

IV. The Number of permanent employees on the rolls of the Company as on 31.03.2026:

The number of permanent employees on the rolls of the Company as on 31 March 2026 was 3 (Three)

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

The average increase in the salaries of employees other than managerial personnel during the financial year was 1.57%. There was no increase in the remuneration of managerial personnel during the financial year. Accordingly, no justification is required, and there were no exceptional circumstances warranting any increase in managerial remuneration.

VI. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Board of Directors affirms that the remuneration paid to the Directors, Key Managerial Personnel and employees is in accordance with the Remuneration Policy of the Company.

By Order of the Board of Directors
For Viji Finance limited

Date: 14th July, 2026
Place: Indore

Vijay Kothari
Chairman & Managing Director
DIN: 00172878

Ashish Verma
Director
DIN: 07665222

ANNEXURE-C

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March, 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

VIJI FINANCE LIMITED

CIN: L65192MP1994PLC008715

Registered Office:-

11/2, Usha Ganj, Jaora Compound

Indore (M.P.)-452001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VIJI FINANCE LIMITED** (hereinafter called the company) for the financial year ended on 31st March, 2026. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. I hereby report that in my opinion, the company has, during the audit period covering **1st April, 2025** to **31st March, 2026** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **VIJI FINANCE LIMITED** for the financial year ended on **31st March, 2026** according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings; **(not applicable to the company during the audit period);**

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

(a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(not applicable to the company during the audit period);**

(e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(not applicable to the company during the audit period);**

(f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(not applicable to the company during the audit period);**

(h) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **(not applicable to the company during the audit period);**

(i) Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 as amended from time to time.

(j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

(vi) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, laws and Regulations to the Company on test check basis. The Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to Non–Banking Financial Companies which are specifically applicable to the Company viz.,

1. The Reserve Bank of India Act, 1934.
2. Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
3. Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 read with Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025
4. Master Direction - Reserve Bank of India (Know Your Customer) Direction, 2016
5. Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016.
6. Reserve Bank of India (Non-Banking Financial Company – Corporate Governance (Reserve Bank) Directions, 2023.
7. Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016.
8. Prevention of Money Laundering Act, 2002

I have also examined compliance with the applicable clauses of Secretarial Standards on Meeting of Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2), issued by The Institute of Company Secretaries of India.

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

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above **subject to following observations:**

1. The Company has not complied with the provisions of Regulation 31(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as it delayed submission of the Shareholding Pattern to the Stock Exchanges for the quarter ended June 30, 2025 by 148 days and for the quarter ended September 30, 2025 by 54 days.
2. The Company has not complied with the provisions of Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, as it failed to submit the Reconciliation of Share Capital Audit Report within the prescribed timelines for the quarters ended June 30, 2025 and September 30, 2025.
3. The Company has not complied with the requirement of uploading Know Your Customer (KYC) data to the Credit Information Companies (CICs) portal as mandated under the Master Direction – Know Your Customer (KYC) Direction, 2016
4. The Company has not complied with the provisions of Section 124 of the Companies Act, 2013 read with the Investor

Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, with respect to the timely transfer of eligible shares to the Investor Education and Protection Fund (IEPF) Authority. The Company has transferred a substantial portion of the eligible shares after the prescribed timeline. However, 13434 equity shares pending for transfer to the IEPF Authority.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all the directors to schedule the Board Meetings; agenda and detailed notes on agenda were sent at least seven days in advance except where meetings have been convened at shorter notice to transact urgent businesses and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

I further report that during the audit period, the company has not undertaken event/action having a major bearing in the company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred above except the following:

- On application of the Company, The Registrar of Companies, Madhya Pradesh (Gwalior), vide its approval letter dated September 17, 2025, granted the Company an extension of three (3) months under Section 96 of the Companies Act, 2013 for holding the AGM.
- The Board of Directors, at its meeting held on March 24, 2026, approved (subject to shareholder approval at the EGM scheduled on April 23, 2026) the issuance and allotment of up to 12,75,00,000 warrants convertible into equivalent equity shares of face value Re.1/- each, at a price of Rs. 2.80/- per warrant, aggregating up to Rs. 35,70,00,000/-.

For Ramesh Chandra Bagdi & Associates
Company Secretaries

Ramesh Chandra Bagdi
Proprietor
FCS: 8276, C.P. No 2871
UDIN: F008276H000770455
PR No.:1560/2021
Unique Code Number: S2021MP835800

Dated: 10th Day of July, 2026
Place: Indore

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

ANNEXURE
to Secretarial Audit Report

To,
The Members,
VIJI FINANCE LIMITED
CIN: L65192MP1994PLC008715

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

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

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

For Ramesh Chandra Bagdi & Associates
Company Secretaries

Ramesh Chandra Bagdi
Proprietor
FCS: 8276, C.P. No 2871
UDIN: F008276H000770455
PR No.:1560/2021
Unique Code Number: S2021MP835800

Dated: 10th Day of July, 2026
Place: Indore

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

GLOBAL ECONOMIC OVERVIEW

The global economy demonstrated resilience during FY 2025–26 despite persistent geopolitical tensions, trade policy uncertainties, evolving monetary policy cycles and elevated financial market volatility. Economic activity remained supported by resilient labour markets, gradual moderation in inflation, improving supply chain conditions and sustained investments in digital transformation and infrastructure. However, growth across regions remained uneven owing to differences in domestic demand, fiscal conditions, productivity trends and policy responses.

Looking ahead, the global economic outlook remains cautiously optimistic. While inflation is expected to moderate further and monetary conditions may gradually become more accommodative, global growth is likely to remain below long-term historical averages. Key risks include geopolitical conflicts, elevated public debt levels, financial market volatility, climate-related events, cyber threats and trade fragmentation.

In this environment, financial institutions with strong governance standards, prudent risk management practices, diversified funding sources, adequate capital buffers and continued investments in technology are expected to be better positioned to capitalize on growth opportunities while effectively managing emerging risks.

INDIAN ECONOMY

India continued to remain among the fastest-growing major economies during FY 2025–26, supported by strong domestic demand, sustained public capital expenditure, infrastructure development, manufacturing expansion and rapid digitalization across sectors.

Key drivers of economic growth included:

- Strong public infrastructure spending.
- Growth in manufacturing and services.
- Expansion of digital financial services.
- Rising financial inclusion across urban and rural markets.
- Continued policy reforms to improve ease of doing business.
- Increasing formalization of the economy.

The Indian financial system remained stable and well-capitalized, supported by healthy credit growth across retail, MSME, housing, vehicle finance and consumer lending segments. Continued regulatory reforms and digital adoption further strengthened the financial ecosystem.

NBFC INDUSTRY OVERVIEW AND OUTLOOK

The NBFC sector continues to play a critical role in India's financial ecosystem by complementing traditional banking institutions and addressing credit requirements of underserved and unserved segments.

NBFCs have emerged as significant contributors to:

- Retail financing
- MSME financing
- Vehicle financing
- Affordable housing finance

- Rural and semi-urban credit penetration
- Financial inclusion initiatives

The sector benefited from increasing digital adoption, enhanced underwriting capabilities, improved analytics-driven credit assessment and growing customer preference for faster and more accessible financing solutions.

The Reserve Bank of India (RBI) continues to strengthen the regulatory framework for NBFCs through enhanced governance standards, Scale-Based Regulation (SBR), stronger risk management practices, liquidity monitoring, capital adequacy requirements and customer protection measures. These reforms are expected to improve long-term stability, transparency and resilience of the sector.

The Company continues to align its business strategy with the evolving regulatory environment while maintaining prudent lending practices and disciplined risk management.

OPPORTUNITIES AND THREATS

Opportunities

The Company identifies the following opportunities for future growth:

1. **Growing Credit Demand**

   India's expanding middle class, increasing entrepreneurship, and rising consumption continue to create substantial demand for credit across retail and MSME segments.

2. **Financial Inclusion**

   A large segment of the population remains underserved by formal banking channels, providing significant opportunities for NBFCs to expand their customer base.

3. **Digital Transformation**

   The rapid adoption of digital technologies, AI-based underwriting, alternative credit assessment mechanisms, and paperless loan processing can enhance customer experience and operational efficiency.

4. **MSME Sector Growth**

   Government support and increasing formalization of MSMEs are expected to generate sustained demand for business financing solutions.

5. **Infrastructure and Economic Development**

   Continued investments in infrastructure and industrial development are likely to stimulate economic activity and increase financing requirements across sectors.

6. **Strategic Partnerships**

   Collaborations with fintech companies, co-lending arrangements, and digital platforms present opportunities for business expansion and customer acquisition.

THREATS AND RISKS

1. **Credit Risk**

   The Company's financial performance depends significantly on the quality of its loan portfolio. Economic slowdown, inflationary pressures, borrower-specific challenges or sectoral stress may adversely impact repayment capacity and asset quality.

2. **Interest Rate Risk**

   Fluctuations in interest rates can affect borrowing costs, net interest margins, and profitability.

3. **Liquidity Risk**

Maintaining adequate liquidity remains critical, particularly during periods of market uncertainty or economic stress.

4. **Competitive Risk**

The Company faces competition from:

- Commercial Banks
- Small Finance Banks
- Fintech Companies
- Housing Finance Companies
- Other NBFCs

Intense competition may exert pressure on lending yields, customer acquisition costs and market share

5. **Regulatory Risk**

The NBFC sector operates under an evolving regulatory framework. Changes in RBI guidelines relating to capital adequacy, provisioning norms, governance standards, customer protection or liquidity requirements may influence business operations and compliance obligations.

6. **Cyber Security and technology Risk**

Increasing dependence on digital platforms exposes financial institutions to cyber threats, data breaches, operational disruptions and technology-related risks. The Company continues to strengthen its information security framework through periodic monitoring, technology upgrades and cybersecurity controls.

7. **Macroeconomic and Geopolitical Risks**

Global economic uncertainties, geopolitical developments, inflationary pressures, commodity price volatility and financial market disruptions may indirectly impact borrower behaviour, funding costs and overall credit demand.

SEGMENT-WISE PERFORMANCE

The Company operates primarily in a single business segment, namely financing activities. Accordingly, there are no separate reportable business segments as required under the applicable accounting standards.

REGULATORY ENVIRONMENT AND CHALLENGES

The NBFC sector continues to operate under an evolving regulatory framework prescribed by the Reserve Bank of India.

Key regulatory areas include:

Scale-Based Regulation

Implementation of RBI's Scale-Based Regulatory Framework has increased compliance expectations relating to governance, risk management, capital adequacy, and disclosures.

Fair Lending Practices

Enhanced focus on transparency, customer protection, and fair lending practices necessitates continuous strengthening of internal processes.

Data Privacy and Cyber Security

Increasing regulatory emphasis on information security and customer data protection requires ongoing investments in technology infrastructure.

Compliance and Governance

The Company continues to strengthen compliance mechanisms and governance standards to align with evolving regulatory requirements.

Despite increasing regulatory obligations, the Company views regulatory reforms as positive measures that enhance long-term sector stability and investor confidence.

OUTLOOK

India's medium- to long-term economic outlook remains positive, supported by favorable demographics, increasing urbanization, infrastructure development, digital adoption, and rising financial inclusion.

The NBFC sector is expected to continue playing a vital role in meeting the financing needs of retail customers, MSMEs and underserved segments.

The Company's strategic priorities include:

- Expanding its lending portfolio prudently.
- Maintaining high asset quality.
- Strengthening risk management practices.
- Enhancing digital capabilities.
- Improving operational efficiency.
- Diversifying funding sources.
- Maintaining adequate liquidity and capital buffers.
- Delivering sustainable value to all stakeholders.

Management believes that these strategic initiatives will enable the Company to achieve sustainable growth while creating long-term value for stakeholders.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has established adequate internal control systems commensurate with the size and nature of its business. These systems provide reasonable assurance regarding:

- Effectiveness and efficiency of operations.
- Protection and safeguarding of assets.
- Compliance with applicable laws, regulations and RBI guidelines.
- Accuracy and reliability of financial reporting.
- Prevention and detection of frauds and errors.
- Risk identification and mitigation.

The internal audit function periodically evaluates the effectiveness of internal controls and submits its observations to the Audit Committee of the Board, which regularly reviews the adequacy of the internal control environment

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company's financial performance during FY 2025–26 is discussed in detail in the Directors' Report and the audited Financial Statements forming part of the Annual Report. The Company's operational performance reflects prudent lending practices, disciplined cost management and effective risk monitoring.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

HUMAN RESOURCES

The Company recognizes its employees as valuable assets and continues to focus on talent development, employee engagement, training, performance management, and fostering a culture of integrity, professionalism, and accountability.

As on March 31, 2026, industrial relations remained cordial throughout the organization.

INDUSTRIAL RELATIONS

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

DETAILS OF SIGNIFICANT CHANGES IN THE KEY RATIOS AND RETURN ON NET WORTH

As per the amendment made under Schedule V to the Listing Regulations read with Regulation 34(3) of the Listing Regulations, details key financial ratios and any changes in return on net worth of the Company are given below:

Particulars	2025-26	2024-25	Change	Reason for Change
Debtors turnover ratio	N.A.	N.A.	N.A.	N.A.
Inventories turnover ratio	N.A.	N.A.	N.A.	N.A.
Interest coverage ratio	6.04	1.47	140.96%	Due to increase in profit during the year
Current ratio	1.15	2.55	253.85%	Due to increase in other payable during the year
Debt-Equity ratio	0.31	0.59	58.69%	Due to repayment of debt during the year
Operating profit margin (%)	60.41	23.30	2269.59%	Due to increase in turnover during the year
Net profit margin (%) or sector-specific equivalent ratio as applicable	37.68	5.76	538.32%	Due to increase in turnover during the year

DETAILS OF CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR

There is an increase of 71% in Return of Net Worth as compared to previous Financial Year due to increased turnover.

CAUTIONARY STATEMENT

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

Report on Corporate Governance

[As per Regulation 34(3) read with Schedule V(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

This Corporate Governance Report relating to the financial year ended on March 31, 2026 has been issued in compliance with the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and amendment thereof and forms a part of the Report of the Board of Directors of the Viji Finance Limited ("the Company").

To comply with Regulation 34 read with Schedule V of the SEBI Listing Regulations, the report containing the details of Corporate Governance of Viji Finance Limited ('the Company') is as follows: -

1. A brief Statement on Company's Philosophy on Code of Governance

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Our corporate governance is a reflection of our value system encompassing our culture, policies and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times. It brings into focus the fiduciary and trusteeship role of the Board to align and direct the actions of the organization towards creating wealth and shareholder value.

The company's essential character is shaped by the value of transparency, client satisfaction, integrity, professionalism and accountability. The Company continuously endeavors to improve on these aspects. The Board views corporate governance in its widest sense. The main objective is to create and adhere to corporate culture of integrity and consciousness, transparency and openness. Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target. The Company's philosophy on corporate governance is guided by the company's philosophy of knowledge, action and care. The Company has always been committed to the principles of good Corporate Governance. Your Company is not only in compliance with the requirements stipulated under the SEBI Listing Regulations as amended from time to time, with regard to Corporate Governance, but is also committed to sound Corporate Governance principles and practice and constantly strives to adopt emerging best Corporate Governance practices being followed worldwide. The details of compliance are as follows:

2. Board of Directors ("Board")

A. Board Composition and Category of directors

Your Company aims to maintain a composition of the Board that represents an optimum mix of Executive and Non-Executive Directors, including Woman Director and Independent Directors having requisite skills and expertise.

The composition of the Board is fully compliant with the requirements of Section 149 of the Companies Act, 2013, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time.

The Board of Directors take active part in the deliberations at the Board and Committee Meetings by providing valuable guidance and expert advice to the Management on various aspects of business, policy direction, governance, compliance, etc. and play a critical role on strategic issues and add value in the decision-making process of the Board of Directors. It ensures that the Company operates in a responsible, compliant, and performance-driven manner. The Board is structured to represent an effective mix of experience, expertise, and independence, enabling sound and informed decision-making.

As of **March 31, 2026,** the Board of Directors comprises **four (4) members,** including:

- **One (1) Executive Director**
- **One (1) Non-Executive Non-Independent Director**
- **Two (2) Non-Executive Independent Directors**

The Board maintains an appropriate balance of Executive and Non-Executive Directors, promoting objectivity in governance and ensuring accountability to stakeholders. The Company is led by **Mr. Vijay Kothari**, Chairman and Managing Director, who heads the management and operates under the strategic supervision of the Board.

Key Governance Practices:

- The Board periodically reviews and strengthens the Company's **Letter of Assurance** mechanism in accordance with **Regulation 17(3)** of the SEBI Listing Regulations, to ensure step-by-step compliance with applicable legal and regulatory frameworks.
- In line with **Regulation 17(4),** the Company has a clearly defined **Succession Planning Framework** for both Board and senior management positions to ensure leadership continuity.

Independent Directors:

Independent Directors on the Board are appointed in accordance with the definition provided under **Regulation 16(1)(b)** of the SEBI Listing Regulations and **Section 149(6)** of the Companies Act, 2013. Their tenure is in compliance with statutory limits, and all Independent Directors have confirmed that they meet the criteria for independence as prescribed under the relevant laws.

Board and Committee Memberships:

The Board affirms compliance with the statutory limits on directorships and committee positions:

- **No Director** holds directorship in more than **10 public limited companies** (as per Section 165 of the Act).
- **No Director** serves as Independent Director on the Boards of more than **7 listed companies,** or **3 listed companies** if also serving as a Whole-Time Director/Managing Director in a listed entity (as per Regulation 17A of the SEBI Listing Regulations).
- No Director serves as a **Member in more than 10 Committees** or as **Chairperson of more than 5 Committees** across all Indian public limited companies where they hold directorship (as per Regulation 26 of the SEBI Listing Regulations).

This composition reinforces the Company's commitment to strong corporate governance and effective oversight.

The name and categories of Directors, DIN, the number of directorships, Committee positions held by them in the companies and the list of Listed Entities where he/she is a Director along with the category of their Directorships and other details are given hereafter.

Name of Director s	Category	No. of Directorship including Viji Finance Limited		No. of Committee Chairmanship/Membership including Viji Finance Limited*	
		Chairman	Member	Chairman	Member
Mr. Vijay Kothari (DIN: 00172878)	Promoter-Executive Director-Chairman and Managing Director	1	4	0	0
Ms. Sakshi Chourasiya (DIN: 09370037)	Non-Executive Woman Director-Independent	-	1	2	2
Ms. Palak Malviya (DIN: 07795827)	Non-Executive Woman Director-Independent	-	3	0	5
Mr. Ashish Verma (DIN: 07665222)	Non-Executive Director-Non-Independent	-	2	0	2

**Committee considered as Audit Committee and Stakeholders Relationship Committee, including that of your Company. Committee membership(s) and Chairmanship(s) are counted separately.*

Mr. Nikhilkumar Ramaniklal Sanghvi (DIN: 11220684) and CA Anchit Garg (DIN: 10759438) were appointed as Additional Directors in *the categories of Non-Executive Non-Independent Director and Non-Executive Independent Director, respectively, with effect from 08th September, 2025. However, their offices ceased with effect from 08th December, 2025 due to non-receipt of shareholders' approval within the stipulated timeline prescribed under Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

Mr. Rajendra Sahay Shrivastava (DIN: 00021576) resigned from the post of Non-Executive Independent Director of the Company w.e.f. the closure of business hours of 08th September, 2025.

Mr. Aryaman Kothari (DIN: 09324877) resigned from the position of Non-Executive Non-Independent Director of the Company with effect from the closure of business hours on 03rd November, 2025

Mr. Nitesh Gupta (DIN: 09248507) resigned from the position of Whole-Time Director & Key Managerial Personnel of the company, with effect from the closure of business hours on 08th December, 2025.

Mr. Ashish Verma (DIN: 07665222) was appointed as an Additional Director in the category of Professional Non-Executive Non-Independent Director of the Company w.e.f. 08th December, 2025. Subsequently, he was regularized as Non-Executive Non-Independent Director pursuant to an Ordinary Resolution passed by the shareholders of the Company in their 31st Annual General Meeting held on 31st December, 2025.

B. Attendance of Directors at the Board Meetings held during 2025-26 and the last Annual General Meeting held on 31st December, 2025

During the F.Y. 2025-26, Nine (9) Board Meetings were held. The said meetings were held on 14th April, 2025, 2nd June, 2025, 25th July, 2025, 5th August, 2025, 8th September, 2025, 3rd November, 2025, 8th December, 2025, 16th January, 2026 and 24th March, 2026. The necessary quorum was present in all Board meetings.

The Board Meeting is conducted at least once in every quarter to discuss the performance of the Company and its Quarterly Financial Results, along with other Company issues. The Board met at least once in every calendar quarter and the maximum gap between any two Meetings did not exceed 120 days. The Board also meets to consider other business(es), whenever required, from time to time. Further, the Company has adopted and adhered to the Secretarial Standards prescribed by The Institute of Company Secretaries of India and approved by the Central Government.

The attendance of each Director at the meeting of the Board of Directors and the last Annual General Meeting of the Company are given below:

Name of Director s	Category	Meeting held during the tenure of the Director	Meeting attended	Attendance at the last AGM held on 31st December, 2025
Mr. Vijay Kothari (DIN: 00172878)	Promoter-Executive Director-Chairman and Managing Director	9	9	√
Nitesh Gupta (DIN: 09248507)*	Executive Director -Whole-time Director	7	7	NA
Aryaman Kothari (DIN: 09324877)*	Promoter-Non-Executive Director- Non-Independent	6	6	NA
Ms. Sakshi Chourasiya (DIN: 09370037)	Non-Executive Director - Independent	9	9	√
Ms. Palak Malviya (DIN: 07795827)	Non-Executive Director - Independent	9	9	√
Mr. Rajendra Sahay Shrivastava (DIN: 00021576)*	Non-Executive Director - Independent	5	5	NA

Mr. Nikhilkumar Ramaniklal Sanghvi (DIN: 11220684) *	Additional Director - Non-Executive Director - Non-Independent	2	2	NA
CA Anchit Garg (DIN: 10759438) *	Additional Director - Non-Executive Director Independent	2	2	NA
Mr. Ashish Verma (DIN: 07665222) *	Non-Executive Director - Non-Independent	2	2	√

- *Mr. Nikhilkumar Ramaniklal Sanghvi (DIN: 11220684) and CA Anchit Garg (DIN: 10759438) were appointed as Additional Directors in the categories of Non-Executive Non-Independent Director and Non-Executive Independent Director, respectively, with effect from 08th September, 2025. However, their offices ceased with effect from 08th December, 2025 due to non-receipt of shareholders' approval within the stipulated timeline prescribed under Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- *Mr. Rajendra Sahay Shrivastava (DIN: 00021576) resigned from the post of Non-Executive Independent Director of the Company w.e.f. the closure of business hours of 08th September, 2025.*
- *Mr. Aryaman Kothari (DIN: 09324877) resigned from the position of Non-Executive Non-Independent Director of the Company with effect from the closure of business hours on 03rd November, 2025*
- *Mr. Nitesh Gupta (DIN: 09248507) resigned from the position of Whole-Time Director & Key Managerial Personnel of the company, with effect from the closure of business hours on 08th December, 2025.*
- *Mr. Ashish Verma (DIN: 07665222) was appointed as an Additional Director in the category of Professional Non-Executive Non-Independent Director of the Company w.e.f. 08th December, 2025. Subsequently, he was regularized as Non-Executive Non-Independent Director pursuant to an Ordinary Resolution passed by the shareholders of the Company in their 31st Annual General Meeting held on 31st December, 2025.*

C. Details of Directorship(s) held by the Directors on the Board in other Listed Companies as on 31.03.2026

Name of Directors	Name of Listed Entities	Category of Directorship
Mr. Vijay Kothari (DIN: 00172878)	Nil	N.A.
Ms. Sakshi Chourasiya (DIN: 09370037)	Nil	N.A.
Ms. Palak Malviya (DIN: 07795827)	Signet Industries Limited and Worth Peripherals Limited	Independent Director in both Companies
Mr. Ashish Verma (DIN: 07665222)	Nil	N.A.

D. Board procedure

At **Viji Finance Limited,** the Board of Directors plays a pivotal role in upholding high standards of corporate governance and ensuring the effective oversight and strategic guidance of the Company's operations. The Board functions as the apex decision-making authority, responsible for formulating key policies, reviewing the Company's performance, and steering long-term value creation.

Meeting Frequency and Agenda Planning

The Board meets at regular intervals throughout the year to deliberate on strategic, operational, and financial matters. The Company Secretary is responsible for the collation, review, and distribution of all documentation submitted for the Board's consideration and its committees. In close collaboration with the Managing Director and Chief Financial Officer the Company Secretary jointly determines the agenda for each meeting, accompanied by detailed explanatory notes. Regular inputs and feedback from Directors and Committee Members are actively sought and incorporated when preparing the agenda and related documents for Board and Committee meetings.

Meetings are scheduled in advance, and notices along with a detailed agenda and comprehensive supporting documents are circulated to all Directors **at least seven days prior to the meeting** to allow Directors to plan their schedules and ensure meaningful participation in accordance with the provisions of the Companies Act, 2013 and Secretarial Standards issued by ICSI.

In cases requiring urgent attention, Board or Committee meetings may be convened at shorter notice, subject to compliance with regulatory requirements. Where certain information or documents cannot be shared in advance due to confidentiality or time sensitivity, the same is tabled during the meeting or presented by senior management for real-time deliberation.

In adherence to Regulation 17(7) and Schedule II Part A of the Listing Regulations, the management consistently strives to enhance the quality and timeliness of the information provided to the Board, ensuring informed decision-making. Board members are regularly updated on all key developments concerning the Company.

Information Flow and Management Presentations

The agenda for each meeting is thoughtfully curated to ensure effective decision-making. In addition to the Company Secretary, key senior executives such as the Chief Financial Officer and heads of relevant departments are invited to attend and present on specific agenda items, providing deeper operational and financial insights to the Board. The Company's governance processes include an effective post-meeting follow-up and reporting mechanism, ensuring that any actions taken or pending issues are addressed in subsequent meetings.

Matters Reviewed by the Board

The Board regularly reviews and deliberates upon the following, among other matters:

- Annual business plans and strategic initiatives
- Quarterly, half-yearly, and annual financial results
- Capital expenditure and investment proposals and exposures limit
- Status of legal and regulatory compliance, including rectification of any non-compliance
- Reports on internal controls and risk management
- Major litigation and legal developments
- Minutes of Committee meetings and significant Committee recommendations
- Related party transactions and material financial obligations
- Recruitment or changes in senior management personnel (one level below the Board)
- Evaluation of accounting treatments, write-offs, and key audit observations

Board Evaluation and Governance Oversight

The Board establishes annual performance goals and regularly assesses the progress made by management against these objectives. In line with regulatory requirements and best practices, the Board also undertakes an annual evaluation of its own functioning, the performance of its Committees, and that of individual Directors. These evaluations help ensure the Board remains dynamic, performance-focused, and aligned with stakeholder interests.

Framework and Attendance

Company has implemented a robust and structured framework for convening and conducting Board and Committee meetings. This systematized approach ensures that the Board is well-informed, discussions are effective, and decisions are taken efficiently and transparently.

In addition to Directors and the Company Secretary, Board and Committee meetings are typically attended by the CFO and, when required, other key executives whose presence is necessary for specific agenda items.

E. Relationship between directors inter-se

There is no inter-se relationship among the directors.

F. Number of Shares and Convertible Instruments held by Non- Executive Directors as on 31st March, 2026

S. No.	Name of Directors	Designation	No. of Equity Shares (F.V. of Re. 1/- each)	Convertible Instruments
01	Ms. Sakshi Chourasiya (DIN: 09370037)	Non-Executive Woman Independent Director	Nil	Nil
02	Ms. Palak Malviya (DIN: 07795827)	Non-Executive Woman Independent Director	Nil	Nil
03	Mr. Ashish Verma (DIN: 07665222)	Non-Executive-Non-Independent Director	Nil	Nil

G. The details and web link of Familiarization Programmes imparted to Independent Directors

Pursuant to Regulation 25(7) of the SEBI Listing Regulations, the Company conducts familiarization programmes for its directors from time to time. Swastika recognizes that informed and well-equipped Independent Directors are essential for effective governance and oversight. The Company has a structured Familiarization Program in place to enable Independent Directors to understand the Company's business, operations, industry context, and regulatory environment.

Key Highlights of the Familiarization Program in FY 2025-26:

- Periodic updates were provided on changes in regulatory requirements under the Companies Act, 2013, SEBI Listing Regulations, and other applicable laws.
- Presentations by business heads and functional leaders were conducted during Board meetings on industry trends, risk factors, ESG performance, and digital initiatives.
- Session on the Company's digital transformation initiatives, cybersecurity framework, and risk management systems, with emphasis on emerging risks and mitigation measures.
- The details of familiarization programs conducted during the year, including the number of hours spent and topics covered, are available on the Company's website at https://www.vijifinance.com/Admin/pdf/FamiliarisationProgrammes%202025-26.pdf

These initiatives help Directors stay informed and actively contribute to Board deliberations and strategic decision-making.

H. Matrix of Skill/Expertise/Competencies of the Board of Directors

In terms of the requirements of the SEBI Listing Regulations, the Board has identified and approved the list of core skills/expertise/competence as required in the context of Company's business(es) and sector(s) for it to function effectively. Broadly, the essential skills identified by the Board are categorized as under:

- Strategy & Planning
- Governance, Legal, Risk & Compliance
- Finance, Accounts & Audit
- Administrative Competencies
- Information Technology

- Marketing Competencies
- Assessing Risks and Decision-Making competencies
- Leadership

These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills/experience listed therein. In the table below, the specific areas of focus or expertise of individual board members have been highlighted:

Name of Directors	AREA OF SKILL/EXPERTISE/COMPETENCIES							
	Strategy & Planning	**Governance, Legal, Risk & Compliance**	**Finance, Accounts & Audit**	**Administrative Competencies**	**Information Technology**	**Marketing Competencies**	**Assessing Risks and Decision-Making competencies**	**Leadership**
Mr. Vijay Kothari (DIN:00172878)	Yes	-	Yes	Yes	Yes	-	Yes	Yes
Ms. Sakshi Chourasiy (DIN:09370037)	-	Yes	Yes	-	Yes	Yes	-	Yes
Ms. Palak Malviya (DIN:07795827)	-	Yes	Yes	-	Yes	Yes		Yes
Mr. Ashish Verma (DIN:07665222)	-	-	-	Yes	Yes	Yes	-	Yes

I. Confirmation that in the opinion of the Board, the Independent Directors fulfill the conditions specified in these regulations and are independent of the management

All the Independent Directors of the Company have given their respective declaration/disclosures under Section 149(7) of the Act and Regulation 16 (1)(b) and Regulation 25(8) of the SEBI Listing Regulations. Based on the declarations received from the Independent Directors, the Board of Directors confirms that they meet the criteria of Independence as mandated by Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act and that they are independent of the management.

Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Independent Directors under Regulation 25(8) of the SEBI Listing Regulations have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective, independent judgment and without any external influence.

Further, the Board after taking these declaration/disclosures on record and acknowledging the veracity of the same concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and are Independent of the Management.

J. Detailed reasons for resignation of an Independent Director who resigns before the expiry of his tenure along with the confirmation by such director that there are no other material reasons other than those provided:

During the financial year 2025-26, Mr. Rajendra Sahay Shrivastava (DIN: 00021576) resigned from the position of Independent Director of the Company, with effect from the closure of business hours on 08th September, 2025. He resigned due to his residence being located outside the city where the registered office of the Company is situated, which made it increasingly difficult for him to effectively participate in the meetings of the Board and its Committees. The Company has received confirmation from Mr. Shrivastava that there were no other material reasons for his resignation other than those stated above.

Further, the office of CA Anchit Garg (DIN:10759438), Independent Director of the Company, ceased with effect from 08th December, 2025 due to the non-receipt of shareholders' approval within the stipulated timeline prescribed under Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Since the cessation was on account of non-receipt of shareholders' approval and not due to resignation, the disclosure requirements relating to reasons for resignation are not applicable.

3. Meeting of Independent Directors

Pursuant to the Regulation 25(3) of the SEBI Listing Regulations and Schedule IV of the Companies Act, 2013, the Independent Directors of the Company shall hold at least one meeting in a financial year without presence of non-independent directors and members of the Management. Accordingly, during the year under review, the Independent Directors of the Company met on March 24, 2026 without the presence of Non-Independent Directors and members of the management inter alia to discuss the business as required under Regulation 25(4) of SEBI Listing Regulations and Companies Act, 2013:

- Review the performance of Non-Independent Directors and the Board of Directors as a whole.
- Review the performance of the Chairman of the Company, taking into account the views of Executive and Non-Executive Directors.
- Assess the quality, quantity and timelines of flow of information between the Company’s Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Attendance of Independent Directors in meeting of Independent Directors: -

Name of Directors	Meetings held during the Financial Year	Meetings Attended
Ms. Sakshi Chourasiya (DIN: 09370037)	1	1
Ms. Palak Malviya (DIN: 07795827)	1	1

4. Committees of the Board

The Company has constituted various Committees for enabling smooth decision-making process in the Company. As on 31st March, 2026, the Company had three statutory board committees namely, Audit Committee, Nomination and Remuneration Committee and, Stakeholders Relationship Committee. We have an Independent Chairperson in case of all three committee i.e. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All decisions pertaining to the constitution of the Committees, appointment of members and fixing of terms of reference for the Committee is taken by the Board of Directors. The Committees make specific recommendations to the Board on various matters whenever required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval.

(A) Audit Committee

Pursuant to the provision of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations, the Company has constituted an Audit Committee comprising all Non-Executive Directors. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Committee is governed by the terms of reference which are in line with the regulatory requirements mandated by the Act and SEBI Listing Regulations. The Audit Committee ensures that it has reviewed each area that it is required to review under its terms of reference and under applicable legislation or by way of good practice. This periodic review ensures that all areas within the scope of the Committee are reviewed.

The Composition, Procedure, Role/ Function of the committee comply with the requirements of the Companies Act, 2013 as well as those of SEBI Listing Regulations. The Audit Committee reviews all applicable mandatory information under Part C of Schedule II pursuant to Regulation 18 of SEBI Listing Regulations.

- The brief terms of reference of the Audit Committee includes the following:

  (1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

  (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;

  (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

  (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

     (a) matters required to be included in the director's responsibility statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

     (b) changes, if any, in accounting policies and practices and reasons for the same;

     (c) major accounting entries involving estimates based on the exercise of judgment by management;

     (d) significant adjustments made in the financial statements arising out of audit findings;

     (e) compliance with listing and other legal requirements relating to financial statements;

     (f) disclosure of any related party transactions;

     (g) modified opinion(s) in the draft audit report;

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

  (6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of public issue or rights issue or preferential issue or QIP and making appropriate recommendations to the board to take up steps in this matter;

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

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

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

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

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

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

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

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

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

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

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

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

(19) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;

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

(21) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding Rs. 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision; and

(22) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

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

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

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

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

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

(5) Statement of deviations:

(a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

(b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

- **Composition and Attendance of Members at the Meetings of the Audit Committee held during the financial year 2025-26**

During the year under review, the committee met on 7 (seven) occasions on following dates namely: 14th April, 2025, 05th August, 2025, 08th September, 2025, 03rd November, 2025, 08th December, 2025, 16th January, 2026 and 23rd March, 2026.

Name of Directors	Category	Meetings held during tenure of the Directors	Meetings Attended
Ms. Sakshi Chourasiya (DIN: 09370037)	Non-Executive Woman Independent Director, Chairperson	7	7
Ms. Palak Malviya (DIN: 07795827)	Non-Executive Woman Independent Director, Member	7	7
Mr. Rajendra Sahay Shrivastava (DIN: 00021576)*	Non-Executive Director -Independent	3	3
CA Anchit Garg (DIN: 10759438)*	Non-Executive Director -Independent	2	2
Mr. Ashish Verma* (DIN: 07665222)	Non-Executive Non- Independent Director, Member	2	2

- CA Anchit Garg (DIN: 10759438) was appointed as Additional Directors in the categories of Non-Executive Independent Director with effect from 08th September, 2025. However, his office ceased with effect from 08th December, 2025 due to non-receipt of shareholder's approval within the stipulated timeline prescribed under Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Mr. Rajendra Sahay Shrivastava (DIN: 00021576) resigned from the post of Non-Executive Independent Director of the Company w.e.f. the closure of business hours of 08th September, 2025.
- Mr. Ashish Verma (DIN: 07665222) was appointed as an Additional Director in the category of Professional Non-Executive Non-Independent Director of the Company w.e.f. 08th December, 2025. Subsequently, he was regularized as Non-Executive Non-Independent Director pursuant to an Ordinary Resolution passed by the shareholders of the Company in their 31st Annual General Meeting held on 31st December, 2025.

Pursuant to Clause 4.1.1 of Secretarial Standards on General Meeting, the Chairperson of the Audit Committee or, in her absence, any other Member of the Committee authorized by her on her behalf shall attend the General Meeting of the Company. Ms. Sakshi Chourasiya (DIN: 09370037), Chairperson of the Audit Committee, was virtually present at the 31st AGM of the Company held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") facility on 31st December, 2025 to address the Shareholders' queries pertaining to Annual Accounts of the Company.

Ms. Stuti Sinha Company Secretary & Compliance officer of the Company is the Secretary of the Committee.

RE-CONSTITUTION OF AUDIT COMMITTEE

THE AUDIT COMMITTEE WAS RE-CONSTITUTED TWICE DURING THE FINANCIAL YEAR TO GIVE EFFECT TO CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS. THE DETAILS OF THE RE-CONSTITUTION ARE AS FOLLOWS:

Mr. Rajendra Sahay Shrivastava (DIN: 00021576), Non-Executive Independent Director, ceased to be a Member of the Audit Committee with effect from the close of business hours on 08th September, 2025. Further, CA Anchit Garg (DIN: 10759438) was appointed as an Additional Director in the category of Non-Executive Independent Director with effect from 08th September, 2025.

Accordingly, the Board of Directors, at its meeting held on 08th September, 2025, re-constituted the Audit Committee with effect from 09th September, 2025, as under:

S. No.	Name of Directors	Category of Directors	Designation in the Committee
01	Ms. Sakshi Chourasiya (DIN: 09370037)	Non-Executive Woman Independent Director	Chairperson
02	Mr. Palak Malviya (DIN: 07795827)	Non-Executive Woman Independent Director	Member
03	CA Anchit Garg (DIN: 10759438)	Non-Executive Independent Director	Member

Subsequently, the office of CA Anchit Garg (DIN: 10759438), Independent Director of the Company, ceased with effect from 08th December, 2025, due to non-receipt of shareholders' approval within the stipulated timeline prescribed under Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Consequently, he also ceased to be a Member of the Audit Committee and all other Committees of the Company with effect from the same date. Further, Mr. Ashish Verma (DIN: 07665222) was appointed as an Additional Director in the category of Professional Non-Executive Non-Independent Director of the Company with effect from 08th December, 2025.

Accordingly, the Board of Directors, at its meeting held on 08th December, 2025, re-constituted the Audit Committee with effect from 10th December, 2025, as follows:

S. No.	Name of Directors	Category of Directors	Designation in the Committee
01	Ms. Sakshi Chourasiya (DIN: 09370037)	Non-Executive Woman Independent Director	Chairperson
02	Mr. Palak Malviya (DIN: 07795827)	Non-Executive Woman Independent Director	Member
03	Mr. Ashish Verma (DIN: 07665222)	Non-Executive Non-Independent Director	Member

All the members of the committee are financial literate and possess accounting and related financial management expertise.

(B) Nomination and Remuneration Committee

Pursuant to the provision of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations, the Company has a Nomination and Remuneration Committee. As on 31st March 2026, the Nomination & Remuneration Committee (NRC), comprising two independent directors and one Non-Executive Non-Independent Director as its members, inter-alia oversees the Company's nomination, appointment and re-appointment process of Directors for the Directors, and senior management personnel of the Company including the Key Managerial Personnel and coordinates the annual self-evaluation of the performance of the Board, Committees and of individual Directors.

The Composition, Procedure, Role/Function of the committee complies with the requirements of the Companies Act, 2013 as well as SEBI Listing Regulations are given below:

- **Brief Terms of reference of the Nomination and Remuneration Committee includes the following:**

(1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

(2) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

   i. use the services of an external agencies, if required;

   ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and

   iii. consider the time commitments of the candidates.

(3) Formulation of criteria for evaluation of performance of independent directors and the board of directors;

(4) Devising a policy on diversity of Board of Directors;

(5) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;

(6) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(7) Recommend to the board, all remuneration, in whatever form, payable to senior management.

- **Composition and Attendance of Members at the Meetings of the Nomination and Remuneration Committee held during the financial year 2025-26.**

During the year the committee met on three occasions on following dates namely:

05th August, 2025, 08th September, 2025 and 08th December, 2025.

Name of Directors	Category	Meetings held during tenure of the Directors	Meetings Attended
Ms. Sakshi Chourasiya (DIN: 09370037)	Non-Executive Woman Independent Director, Chairperson	3	3
Ms. Palak Malviya (DIN: 07795827)	Non-Executive Woman Independent Director, Member	3	3
Mr. Rajendra Sahay Shrivastava (DIN: 00021576)*	Non-Executive Director -Independent	2	2
CA Anchit Garg (DIN: 10759438)*	Non-Executive Director -Independent	1	1

- *CA Anchit Garg (DIN: 10759438) was appointed as Additional Directors in the categories of Non-Executive Independent Director with effect from 08th September, 2025. However, his office ceased with effect from 08th December, 2025 due to non-receipt of shareholder's approval within the stipulated timeline prescribed under Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- *Mr. Rajendra Sahay Shrivastava (DIN: 00021576) resigned from the post of Non-Executive Independent Director of the Company w.e.f. the closure of business hours of 08th September, 2025.*

As per Section 178(7) of the Act, SEBI Listing Regulations and Secretarial Standards, the Chairperson of the Committee or, in her absence, any other Member of the Committee authorized by her in this behalf shall attend the General Meetings of the Company. The Chairperson of the Committee, Ms. Sakshi Chourasiya (DIN: 09370037) was present at the 31st AGM of the Company held on 31st December, 2025 to answer member's queries.

Ms. Stuti Sinha Company Secretary & Compliance officer of the Company is the Secretary of the Committee.

RE-CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE

THE NOMINATION AND REMUNERATION COMMITTEE WAS RE-CONSTITUTED TWICE DURING THE FINANCIAL YEAR TO GIVE EFFECT TO CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS. THE DETAILS OF THE RE-CONSTITUTION ARE AS FOLLOWS:

Mr. Rajendra Sahay Shrivastava (DIN: 00021576), Non-Executive Independent Director, ceased to be a Member of the Nomination and Remuneration Committee with effect from the close of business hours on 08th September, 2025. Further, CA Anchit Garg (DIN: 10759438) was appointed as an Additional Director in the category of Non-Executive Independent Director with effect from 08th September, 2025.

Accordingly, the Board of Directors, at its meeting held on 08th September, 2025, re-constituted the Nomination and Remuneration Committee with effect from 09th September, 2025, as under:

S. No.	Name of Directors	Category of Directors	Designation in the Committee
01	Ms. Sakshi Chourasiya (DIN: 09370037)	Non-Executive Woman Independent Director	Chairperson
02	Mr. Palak Malviya (DIN: 07795827)	Non-Executive Woman Independent Director	Member
03	CA Anchit Garg (DIN: 10759438)	Non-Executive Independent Director	Member

(C) Stakeholders Relationship Committee

The Stakeholders' Relationship Committee of the Board was constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. This Committee deals with stakeholder relations and grievances raised by the investors in a timely and effective manner and to the satisfaction of investors. The Committee oversees performance of the Registrar and Share Transfer Agents of the Company relating to investor services and recommends measures for improvement.

- **Brief terms of reference of Stakeholder Relationship Committee includes the following:**

(a) Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

(b) Review of measures taken for effective exercise of voting rights by shareholders.

(c) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

(d) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

- **Composition and Attendance of Members at the Meetings of the Stakeholders Relationship Committee held during the financial year 2025-26.**

During the year the committee met on one occasion on 24th March, 2026.

Name of Directors	Category	Meetings held during tenure of the Directors	Meetings Attended
Ms. Sakshi Chourasiya (DIN: 09370037)	Non-Executive Woman Independent Director, Chairperson	1	1
Ms. Palak Malviya (DIN: 07795827)	Non-Executive Woman Independent Director, Member	1	1
Mr. Ashish Verma (DIN: 07665222)	Non-Executive Non-Independent Director, Member	1	1

As per Section 178(7) of the Act, SEBI Listing Regulation and Secretarial Standards, the Chairperson of the Committee or in her absence, any other Member of the Committee authorised by her in this behalf shall attend the General Meetings of the Company. The Chairperson of the Committee, Ms. Sakshi Chourasiya (DIN: 09370037) was present at the 31st Annual General Meeting of the Company held on 31st December, 2025.

Ms. Stuti Sinha Company Secretary & Compliance officer of the Company is the Secretary of the Committee.

RE-CONSTITUTION OF STAKEHOLDERS RELATIONSHIP COMMITTEE

THE STAKEHOLDERS RELATIONSHIP COMMITTEE WAS RE-CONSTITUTED TWICE DURING THE FINANCIAL YEAR TO GIVE EFFECT TO CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS. THE DETAILS OF THE RE-CONSTITUTION ARE AS FOLLOWS:

Mr. Rajendra Sahay Shrivastava (DIN: 00021576), Non-Executive Independent Director, ceased to be a Member of the Stakeholders Relationship Committee with effect from the close of business hours on 08th September, 2025. Further, CA Anchit Garg (DIN: 10759438) was appointed as an Additional Director in the category of Non-Executive Independent Director with effect from 08th September, 2025.

Accordingly, the Board of Directors, at its meeting held on 08th September, 2025, re-constituted the Stakeholders Relationship Committee with effect from 09th September, 2025, as under:

Subsequently, the office of CA Anchit Garg (DIN: 10759438), Independent Director of the Company, ceased with effect from 08th December, 2025, due to non-receipt of shareholders' approval within the stipulated timeline prescribed under Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Consequently, he also ceased to be a Member of the Nomination and Remuneration Committee and all other Committees of the Company with effect from the same date. Further, Mr. Ashish Verma (DIN: 07665222) was appointed as an Additional Director in the category of Professional Non-Executive Non-Independent Director of the Company with effect from 08th December, 2025.

Accordingly, the Board of Directors, at its meeting held on 08th December, 2025, re-constituted the Nomination and Remuneration Committee with effect from 10th December, 2025, as follows:

S. No.	Name of Directors	Category of Directors	Designation in the Committee
01	Ms. Sakshi Chourasiya (DIN: 09370037)	Non-Executive Woman Independent Director	Chairperson
02	Mr. Palak Malviya (DIN: 07795827)	Non-Executive Woman Independent Director	Member
03	Mr. Ashish Verma (DIN: 07665222)	Non-Executive Non-Independent Director	Member

- **Performance evaluation criteria for Independent Directors:**

The Company believes that an effective governance framework requires periodic evaluation of the functioning of the Board as a whole, its committees and individual director's performance evaluation. Keeping this belief in mind, the Company on the recommendation of the NRC has established the Performance Evaluation criteria for

(a) The Board as a whole including its Committees;

(b) Chairman of the Board; and

(c) Individual Directors as required under the Act and provisions of SEBI Listing Regulations.

Some of the performance indicators for such evaluation include:

1. Attendance at Board Meetings/Committee Meetings.
2. Quality of participation in Meetings.
3. Ability to provide leadership.
4. Commitment to protect/enhance interests of all the stakeholders.
5. Contribution in implementation of best governance practices.
6. Understanding critical issues affecting the Company.
7. Bringing relevant experience to Board and using it effectively.

Provided that in the above evaluation, the directors who are subject to evaluation do not participate.

- **Nomination and Remuneration Policy:**

In accordance with Section 178 of the Act, the Committee has framed a Nomination and Remuneration Policy. The Remuneration Policy is in consonance with the existing industry Practice and the same is available on the website of the Company at: https://www.vijifinance.com/Admin/pdf/Nomination-Remuneation-policy.pdf

S. No.	Name of Directors	Category of Directors	Designation in the Committee
01	Ms. Sakshi Chourasiya (DIN: 09370037)	Non-Executive Woman Independent Director	Chairperson
02	Mr. Palak Malviya (DIN: 07795827)	Non-Executive Woman Independent Director	Member
03	CA Anchit Garg (DIN: 10759438)	Non-Executive Independent Director	Member

Subsequently, the office of CA Anchit Garg (DIN: 10759438), Independent Director of the Company, ceased with effect from 08th December, 2025, due to non-receipt of shareholders' approval within the stipulated timeline prescribed under Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Consequently, he also ceased to be a Member of the Stakeholders Relationship Committee and all other Committees of the Company with effect from the same date. Further, Mr. Ashish Verma (DIN: 07665222) was appointed as an Additional Director in the category of Professional Non-Executive Non-Independent Director of the Company with effect from 08th December, 2025.

Accordingly, the Board of Directors, at its meeting held on 08th December, 2025, re-constituted the Stakeholders Relationship Committee with effect from 10th December, 2025, as follows:

S. No.	Name of Directors	Category of Directors	Designation in the Committee
01	Ms. Sakshi Chourasiya (DIN: 09370037)	Non-Executive Woman Independent Director	Chairperson
02	Mr. Palak Malviya (DIN: 07795827)	Non-Executive Woman Independent Director	Member
03	Mr. Ashish Verma (DIN: 07665222)	Non-Executive Non-Independent Director	Member

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

Ms. Stuti Sinha, Company Secretary and Compliance Officer
Viji Finance Limited
11/2, Usha Ganj Jaora Compound,
Indore (M.P.)-452001
Email: info@vijifinance.com
Tel. No.: 0731-4246092

- **Status Report of investor queries and complaints for the period from April 1, 2025 to March 31, 2026 is given below:**

S. No.	Particulars	No. of Complaints
01	Investor complaints pending at the beginning of the year	Nil
02	Investor complaints received during the year	Nil
03	Investor complaints disposed off during the year	Nil
04	Investor complaints remaining unresolved at the end of the year	Nil

SEBI Complaints Redress System (Scores) and Online Dispute Resolution (ODR)

The Securities and Exchange Board of India ("SEBI") administers a centralized web-based complaints redress system ("SCORES"). It enables investors to lodge and follow up complaints and track the status of redressal online on the website at https://scores.sebi.gov.in It also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report redressal of such complaints. All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. The Company has registered itself on SCORES and endeavors to resolve all investor complaints received through SCORES.

SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023 (updated as on 4 August, 2023 vide Circular No. 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) has specified that a shareholder shall first take up his/her/their grievance with the listed entity 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.

(D) Risk Management Committee

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

(E) Finance Committee

Mr. Aryaman Kothari (DIN: 09324877), Non-Executive Director of the Company resigned from the Board w.e.f. 03rd November, 2025. Consequently Board of Directors of the company at its meeting held on 03rd November, 2025 re-constituted the finance committee in the following manner:

S. No.	Name of Directors	Category of Directors	Designation in the Committee
1	Mr. Vijay Kothari (DIN: 00172878)	Chairman & Managing Director	Chairperson
2	Mr. Nitesh Gupta (DIN: 09248507)	Whole Time Director	Member

Subsequently during the financial year 2025-26, Mr. Nitesh Gupta (DIN: 09248507) resigned from the position of Whole-Time Director w.e.f. 08th December, 2025. Pursuant to his resignation, the Board of Directors, at its meeting held on 06th May, 2026, reconstituted the Finance Committee in compliance with the provisions of Section 179 of the Companies Act, 2013 and other applicable provisions, if any.

The composition of the Finance Committee is as follows:

S. No.	Name of Directors	Category of Directors	Designation in the Committee
1	Mr. Vijay Kothari (DIN: 00172878)	Chairman & Managing Director	Chairperson
2	Mr. Ashish Verma (DIN: 07665222)	Non-Executive Non-Independent Director	Member

- **The brief description of terms of reference of the Finance Committee are:**
  - ➢ To Open/Close the Bank Accounts/D Mat Accounts;
  - ➢ To change in the signatories in the Bank Accounts/D Mat Accounts;
  - ➢ To borrow monies;
  - ➢ To invest funds of the Company;
  - ➢ To make loans and or to give guarantees or provide securities in respect of loan.
  - ➢ Any other matter related to accounts / finance / taxation

Further apart from this Board of the Directors of the Company may exercise its power under Section 179 of the Companies Act, 2013, wherever necessary.

- **Composition and attendance of members at the meetings of the Finance Committee held during the financial year 2025-26 are given below:**

During the year the committee met on 4 (Four) occasions on following dates namely:

14th April, 2025, 05th August, 2025, 03rd November 2025 and 08th December, 2025

Directors	Category	Meetings held during the tenure of the Directors	Meetings Attended
Mr. Vijay Kothari (DIN: 00172878)	Chairman & MD	4	4
Mr. Aryaman Kothari (DIN: 09324877)	Non-Executive Director	3	3
Mr. Nitesh Gupta (DIN: 09248507)	Whole Time Director	1	1

Ms. Stuti Sinha, Company Secretary & Compliance officer of the Company, is the Secretary of the Committee.

(F) Preferential Allotment Committee

The Board in its meeting held on 24th March, 2026 has constituted a Preferential Allotment Committee and delegated to it the authority to approve and oversee all matters relating to the preferential issue of securities, including the terms, issue, allotment, regulatory approvals, execution of documents, and all incidental acts required for implementation in accordance with applicable laws.

- **The brief description of terms of reference of the Preferential Allotment Committee are:**

1. To approve the terms of all types of permitted securities through preferential issue;
2. To approve issue, subscription, allotment of all types of permitted securities to eligible investors and/or identified investors;
3. To approve opening of issue, terms of issue, floor price, issue price, application form, offer document/ placement document including its addendum/ corrigendum and all the matters related thereto;
4. To authorize officers, agents, consultants, banks, advisors or any related person to submit, file, resubmit, modify, sign, execute, process all types of documents and information including but not limited to application, letters, clarifications, undertaking, certification, declaration to obtain all the necessary approvals, consents, permits, license, registration from government, regulatory, semi-government, statutory and private authorities, institutions, bodies, organizations including but not limited to RBI, SEBI, Stock Exchange, depositories;

5. To authorize officers, agents, consultants, banks, advisors or any related person to do all such acts, deeds and matters as may be incidental or considered necessary for giving effect to the aforesaid resolution.

- **Composition and attendance of members at the meetings of the Preferential Allotment Committee held during the financial year 2025-26 are given below:**

No Meeting of the Committee was held during the year under review:-

Directors	Category	Meetings held during the tenure of the Directors	Meetings Attended
Mr. Vijay Kothari (DIN: 00172878)	Chairman & MD	0	0
Mr. Ashish Verma (DIN: 09324877)	Non-Executive Non-Independent Director	0	0

5. Particular of Senior management including the changes therein since the close of the previous financial year:

Name of Senior Management Personnel	Designation	Appointment/Resignation/ Change in Designation during the year
Mr. Siddhant Sharma	Chief Financial Officer	No Change
Ms. Stuti Sinha	Company Secretary	No Change

6. Remuneration of Directors

- **All pecuniary relationship or transactions of the non-executive directors vis-à-vis the Company:**

  Non-Executive Directors does not have any pecuniary relationship with the Company or relationship with the managerial personnel or other directors.

- **Criteria of making payments to non-executive directors:**

  During the financial year, no remuneration and payment of sitting fees paid to any non- executive director of the Company.

- **Disclosure with respect to remuneration:**

Remuneration paid to Director during the year 2025-26:

S. No.	Name of Director	Category	Sitting Fees	Salary & Perquisites	Contribution to PF	Contribution	Total
01	Mr. Vijay Kothari (DIN: 00172878)	Chairman & Managing Director	0	0.00	-	-	0.00*
02	Mr. Nitesh Gupta (DIN: 09248507)	Whole Time Director	0	10.00	-	-	10.00**

*During the financial year no remuneration given to Mr. Vijay Kothari Chairman & Managing Director

**Mr. Nitesh Gupta (DIN: 09248507) resigned as the Whole-Time Director & Key Managerial Personnel of the company, with effect from the closure of business hours on 08th December, 2025.

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

7. **General Body Meetings**

(i) **Annual General Meetings (AGM's):**

The details of the last three Annual General Meetings held by the Company are given below:

Financial Year - No. of AGM	Date & Time	Location*	Details of Special Resolution Passed; if any
2025-26 31st AGM	Wednesday 31st December, 2025 at 11:30 A.M.	Meeting conducted through VC / OAVM pursuant to the MCA Circular	1. Authority to Board of Directors to Create Charge on the Movable and Immovable Properties of the Company, Both Present and Future, in Respect of Borrowings. 2. Authority to Board of Directors to borrow money. 3. Approval regarding raising of Funds through Secured/Unsecured Loan with an option to Conversion into Equity Shares.
2023-24 30th AGM	Monday 30th September, 2024 at 11:30 A.M.	Meeting conducted through VC / OAVM pursuant to the MCA Circular	1. Re-appointment of Mr. Vijay Kothari (DIN: 00172878), Chairman & Managing Director of the Company and Payment of Remuneration. 2. Re-appointment of Mr. Nitesh Gupta (DIN: 09248507), Whole Time Director of the Company and Payment of Remuneration. 3. Appointment of Ms. Palak Malviya (DIN: 07795827) as a Non-Executive Director of the Company. 4. Appointment of Mr. Rajendra Sahay Shrivastava (DIN: 00021576) as a Non-Executive Independent Director of the Company.
2022-23– 29th AGM	Friday 15th September, 2023 at 11:30 A.M.	Meeting conducted through VC / OAVM pursuant to the MCA Circular	1. Increase in remuneration of Mr. Nitesh Gupta (DIN: 09248507), Whole-Time Director of the company. 2. Approval of Related Party Transaction.

* AGM conducted through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) for which purpose the registered office of the Company situated at 11/2, Usha Ganj, Jaora Compound, Indore (M.P.)-452001 shall be deemed as the venue for the meeting.

(ii) **Extra Ordinary General Meeting:**

No Extraordinary General Meeting of shareholders was held during the financial year 2025-26.

(iii) **Resolution(s) passed through Postal Ballot and details of voting pattern:**

No resolution was passed by postal ballot during the financial year 2025-26.

None of the Business proposed to be transacted at the ensuing Annual General Meeting requires passing of a resolution through Postal Ballot.

8. Means of Communications

The Company recognizes the importance of two-way communication with Shareholders and of giving a balanced reporting of results and progress. Complete and timely disclosure of information regarding the Company's financial position and performance is an important part of your Company's corporate governance ethos. The company places high emphasis on ensuring transparent, timely, and consistent flow of information, which is essential for building stakeholder trust and strengthening the relationship between the management and shareholders. The Company is committed to disseminating all material information in a clear, balanced, and structured manner to support informed decision-making.

Accordingly, the Company communicates key developments, including financial performance, strategic initiatives, regulatory disclosures, and operational updates, through multiple established channels. These include:

- Periodic announcements of financial results
- Annual Reports and shareholder letters
- Regular updates on the Company's official website
- Disclosures to stock exchanges and regulatory authorities
- Subject-specific communications, as and when required

Financial Results

The quarterly, half-yearly and annual financial results are published in widely circulated newspapers such as Free Press Mumbai & Indore (English) & Choutha Sansar (Hindi) in compliance with Regulation 47 of the SEBI Listing Regulations. These are not sent individually to the shareholders. The financials results of the Company are submitted to the Stock Exchanges immediately upon approval of the Board of Directors at the meeting within stipulated time period.

Website

In compliance with Regulation 46 of the SEBI Listing Regulations, a separate dedicated section under 'Investors Relations' i.e. 'Disclosure under Regulation 46 of the SEBI Listing Regulations' on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, Annual Report, Quarterly/Half-yearly/Nine-months and Annual financial results along with the applicable policies of the Company.

Quarterly Compliance Reports on Corporate Governance and other relevant information of interest to the Investors are also placed under the Investors Relations Section on the Company's website i.e. https://www.vijifinance.com.

Presentations to institutional investors / analysts

During the financial year 2025-26, there were no presentations made to institutional investors / analysts.

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all price-sensitive and material information is promptly disclosed to BSE Limited ("BSE") and is also made available on the Company's website. These disclosures are filed electronically via the BSE Limited –Corporate Compliance & Listing Centre (BSE Listing Centre), NSE-Neaps Portal and Calcutta Stock Exchange- CSE Portal, dedicated web-based platform for regulatory submissions, including shareholding patterns, corporate governance reports, financial results, and other statutory filings.

The Board of Directors has approved a policy for determining materiality of events for the purpose of making disclosure to the stock exchanges. The Chairman and MD, Compliance Officer and the Company Secretary and the Chief Financial Officer of the Company are empowered to decide on the materiality of the information for the purpose of making disclosure to the Stock Exchanges.

This multi-channel communication strategy reinforces our commitment to transparency, regulatory compliance, and proactive stakeholder engagement, enabling informed decision-making by investors and other stakeholders.

Other Information:

Your Company discloses to the Stock Exchange, all information required to be disclosed under Regulation 30 read with Part 'A' and Part 'B' of Schedule III of the SEBI Listing Regulations including material information having a bearing on the performance/ operations of the Company and other price sensitive information. All information is filed electronically on the online portal of BSE Limited –Corporate Compliance & Listing Centre (BSE Listing Centre), NSE- Neaps Portal and Calcutta Stock Exchange- CSE Portal.

9. General Shareholder Information

AGM: Date, Time and Venue	Date: 13th August, 2026 Day: Thursday Time: 11:30 A.M. (IST) Venue: Meeting is being conducted through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The registered office of the Company shall be deemed to be the venue for the AGM.
Financial Year	The financial year covers the period from 1st April to 31st March
Financial year reporting for 2026-27 1st Quarter ending 30th June, 2026 2nd Quarter ending 30th September, 2026 3rd Quarter ending 31st December 2026 4th Quarter ending 31st March, 2027	 Second fortnight of August, 2026 Second fortnight of November, 2026 Second fortnight of February, 2027 Before 30th May, 2027
Dividend Payment Date	No Dividend was recommended by the Board of the Directors for financial year 31st March, 2026
Registered Office	11/2, Usha Ganj Jaora Compound, Indore – 452001
Listing on Stock Exchange	**BSE Limited** 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 (M.H.) **National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla Complex Mumbai-400001 **Calcutta Stock Exchange Limited** 4, Lyons Range, Dalhousie, Murgighata, B B D Bagh, Kolkata, West Bengal 700001
Listing Fees	**Annual Listing Fees for the financial year 2026-27 has been paid to the respective Stock Exchanges.**
Stock Code – ISIN Code- CIN-	BSE:-537820 NSE:-VIJIFIN CSE :-032181 INE159N01027 L65192MP1994PLC008715
Suspension of Securities	Not Applicable

Registrar and Transfer Agents (For Physical & Demat Shares)	**ANKIT CONSULTANCY PRIVATE LIMITED** CIN : U74140MP1985PTC003074 SEBI REG. No. INR000000767 60, Electronic Complex, Pardeshipura Indore- 452010 (M.P.) Tel.:0731-4065799, 4065797 Fax:0731-4065798 Email: investor@ankitonline.com Web Address:-www.ankitonline.com
Share Transfer System	The Company's share transfer and related operations is operated through its Registrar and Share Transfer Agent (RTA) – Ankit Consultancy Private Limited.
	In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. Shareholders may please note that SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 and further amended vide its Circular No. HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated 30 January 2026, has mandated listed companies to issue securities in dematerialised form only while processing investor service requests such as issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, subdivision/splitting, consolidation of folios/securities certificates, transmission and transposition. Accordingly, the issuance of 'Letter of Confirmation' has been discontinued as per latest amended provisions. Members are therefore requested to submit duly filled and signed Form ISR-4 for availing such services. The format of the said form is available on the Company's website at https://www.vijifinance.com and on the website of the Registrar and Transfer Agent at http://ankitonline.com. Members may note that service requests shall be processed only after the folio is KYC compliant. Shareholders holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI. Further, SEBI has provided a special window from 05 February 2026 to 04 February 2027 to facilitate the transfer and dematerialisation of physical securities that were sold or

	purchased prior to 01 April 2019. Shareholders holding such securities are advised to utilize this one-time opportunity to complete the transfer and dematerialisation process within the stipulated period.
Distribution of shareholding as on 31.03.2026	As per attached Table-1
Dematerialization of Shares and liquidity	14,18,48,100 Equity Shares are Dematerialized (as on 31.03.2026) i.e. 99.54% of total Shares viz.; 14,25,00,000 equity shares
Outstanding GDRs/ADRs/Warrants or any convertible instruments, Conversion date and likely impact on equity	The Company has not issued any GDRs/ADRs/Warrants or any convertible Instruments. *The Board of Directors at its meeting held on 24th March, 2026 approved the issuance of up to 12,75,00,000 convertible warrants on a preferential basis to identified Non-Promoter/Public Investors at an issue price of Rs.2.80 per warrant, aggregating up to Rs. 35.70 crore, subject to shareholders' approval, stock exchange in-principle approvals, and other applicable statutory/regulatory approvals.*
Commodity price risk or foreign exchange risk and hedging activities	Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk. Further, the Company has no foreign exchange exposure; hence hedging is not required.
Plant Location	The Company is in the business of finance services; therefore, it does not have any manufacturing plants.
Address for correspondence	Shareholders correspondence should be addressed to: **Registered office:** 11/2, Usha Ganj, Jaora Compound, Indore (M.P.)-452001 Phone: 0731-4246092 Email: info@vijifinance.com Website: www.vijifinance.com
List of Credit Ratings	During the year under review your Company has not obtained any Credit Rating as the same was not applicable to the company.

10. Disclosures

(a) Disclosures on materially significant Related Party Transactions that may have potential conflict with the interest of the Company at large:

All transactions entered into with related parties, under Regulation 23 of the SEBI Listing Regulations, during the year under review were on Arm's Length basis and in the ordinary course of Business. Further Company had entered in to material related party transactions with Mr. Vijay Kothari (Chairman and Managing Director) for which shareholder's approval had already been obtained in 31st Annual General Meeting held on 31st December, 2025 which does not have potential conflict with the interest of the Company at large. Further, the particulars of the transaction between the Company and its related parties in accordance with Indian Accounting Standard 24 (IND AS 24) are set out in Note no. 32 of financial statements forming part of the Annual Report 2025-26.

As per the Regulation 23(9) of SEBI Listing Regulations, Company has been filed disclosure of Related Party Transaction with BSE Limited, National Stock Exchange of India Limited and Calcutta Stock Exchange within prescribed time limit in the format as specified by the Board from time to time.

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

During the financial year 2025–26, the Company was subjected to Standard Operating Procedure (SOP) fines by the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) for non-compliance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to the delayed submission of the Shareholding Pattern for the quarters ended June 2025 and September 2025.

The Company paid an aggregate fine of Rs. 4,76,720/- (inclusive of GST) to each Stock Exchange in accordance with the applicable SEBI Circular. The fines were remitted on 16th December, 2025, following which the pending Shareholding Pattern filings were submitted. The Company has since ensured compliance with the applicable provisions of Regulation 31 of the SEBI (LODR) Regulations, 2015.

The Company also failed to submit the Reconciliation of Share Capital Audit Report within the prescribed timeline under Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 for the quarters ended June 30, 2025 and September 30, 2025 with BSE, NSE and CSE. Subsequently, BSE and NSE issued advisory/show cause notices to the Company in respect of the said non-compliance.

(c) Details of establishment of Vigil Mechanism/Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee:

In accordance with Regulations 22 of SEBI Listing Regulations, Company has formulated a Whistle Blower Policy and has established a Vigil Mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud and any wrong doing or unethical or improper practice. The Company affirms that no personnel have been denied access to the Audit Committee under Vigil Mechanism. The Company is committed to the high standards of Corporate Governance and stakeholder's responsibility. Details of Whistle Blower Policy are provided in the Board's Report section of this Annual Report and also made available on the Company's website at https://www.vijifinance.com/Admin/pdf/Whistle%20Blower.pdf

(d) Details of compliance with mandatory requirement and adoption of non-mandatory requirement:

Your Company has complied with all the applicable mandatory requirements of Regulations 17 to 27 and clause (b) to (i) and (t) of sub-regulation (2) of regulation 46 and Schedule V of the SEBI Listing Regulations. Further, the Company has also adopt the non-mandatory requirements as prescribed in Regulation 27(1) read with Part-E of Schedule II of SEBI Listing Regulations, 2015.

(e) Web link where policy for determining 'material' subsidiaries:

Since, the Company is not having any Subsidiary/material subsidiary; therefore, the disclosure requirement for furnishing information of material subsidiary is not applicable.

(f) Web link where policy on dealing with related party transactions:

Your Company has formulated a Policy on Materiality of and Dealing with Related Party Transactions which specify the manner of entering into related party transactions. This Policy has also been posted on the website of the Company and can be accessed through web link: https://www.vijifinance.com/Admin/pdf/related%20party%20policy_Viji_15.01.2025.pdf

(g) Commodity Price Risk and Commodity Hedging activities:

Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk. Further, the Company has no foreign exchange exposure; hence hedging is not required.

(h) Details of utilization of Fund raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)

During the year Company had not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of SEBI Listing Regulations.

Further, there was no deviation or variation in the utilization of the proceeds from the Rights Issue from the objects stated in the Letter of

Offer dated 09 May 2024. The entire proceeds of the Rights Issue have been fully utilized for the purposes for which they were raised, as disclosed in the Letter of Offer.

(i) A Certificate from a Company Secretary in practice that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of Companies by the Board/Ministry of Corporate Affairs or any such authority.

As required under Part C of Schedule V of the SEBI Listing Regulations, the Company has obtained a certificate from CS Ramesh Chandra Bagdi (FCS: 8276 and CP No. 2871), Proprietor of Ramesh Chandra Bagdi & Associates, Company Secretary in Practice, certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

(j) Disclosure on acceptance of recommendations made by the committees to the board of directors

During the financial year under review various recommendations were made by the Committees to the Board of Directors, which were accepted by the Board, after necessary deliberations.

(k) Fees paid to Statutory Auditor

Type of Services for Financial Year Ended 31.03.2026	Viji Finance Limited (Amount in Lakhs)
Statutory Audit Fees	0.75
Tax Audit Fees	0.00
Others	0.00
Total	**0.75**

No fees other than Audit fees has been paid to Statutory Auditor as the Company does not have any subsidiary company nor statutory auditor is part of any entity in the network firm/network entity.

(l) Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company is committed to providing a safe, secure and harassment-free workplace for all its employees. The Company has adopted an Anti-Sexual Harassment Policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year 2025-26, the Company had less than ten employees and, accordingly, the constitution of an Internal Committee under the provisions of the Act was not applicable. In the event of any complaint under the Act, the same shall be dealt with by the Local Committee constituted by the appropriate authority in accordance with the provisions of the Act.

The details of the complaints filed, disposed and pending during the financial year 2025-26 is given below:

S. No.	Particulars	No. of Complaints
a.	Number of Complaints of Sexual Harassment received in the year	Nil
b.	Number of Complaints disposed during the year	Nil
c.	Number of cases pending for more than ninety days	Nil

Further regular employee awareness sessions are conducted to generate awareness about the policy, reporting mechanism and prevention of sexual harassment at the workplace.

(m) Disclosure by Company and its subsidiary for loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:

The Company has not made any Loans and advances in the nature of loans to firms/companies in which directors are interested during the FY 2025-26.

Further during the financial year ended on 31st March, 2026, the Company did not have any subsidiary Company therefore disclosure requirement in respect of subsidiary is not applicable.

(n) Details of Material Subsidiaries of the Listed Entity; including the Date and Place of Incorporation and the Name and Date of Appointment of the Statutory Auditors of such Subsidiaries

Regulation 16(1)(c) of the SEBI Listing Regulations defines a "material subsidiary" mean a subsidiary, whose turnover or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. Since, the Company is not having any Subsidiary/material subsidiary; therefore, the disclosure requirement for furnishing information of material subsidiary is not applicable.

11. Non-compliance of any requirement of Corporate Governance Report of Sub-paras (2) to (10) of Part C of Schedule V of SEBI Listing Regulations, with reasons thereof

The Company has complied all the requirement of Corporate Governance Report of sub-paras (2) to (10) of Part C of Schedule V of SEBI Listing Regulations.

12. Disclosure for the discretionary requirements as specified in Part E of Schedule II have been adopted

The Company has fulfilled the following non-mandatory requirements as prescribed in Regulation 27(1) read with Part E of Schedule II of SEBI Listing Regulations, 2015:

The Board:

(a) The Chairman of the Company being on Executive position, the provision on entitlement of chairperson's office at the expense of the Company in case of a non-executive chairperson is not applicable.

(b) Company has not ranked from 1001 to 2000 as per the list prepared by BSE & NSE for market capitalization in terms of sub-regulation (2) of regulation 3 therefore there was no need to appoint woman independent director on its Board of Director. Nevertheless, the Company has already appointed two Women Independent Directors to its Board.

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

Modified opinion(s) in Audit Report: During the year under review, the Auditors have provided an unmodified audit opinion on the financial statements of the Company.

Separate Posts of Chairman and the Managing Director or the Chief Executive Officer: Not Applicable as Company has appointed Mr. Vijay Kothari (DIN: 00172878) as Chairman and Managing Director of the Company. Further no Chief Executive Officer has been appointed by the Company.

Reporting of Internal Auditor: In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

Independent Director: Company has not ranked under top 2000 listed company as per market capitalization list prepared by BSE and NSE. Therefore, there was no requirement to hold two meetings of Independent Directors. However, pursuant to the Regulation 25(3) of the SEBI Listing Regulations and Schedule IV of the Companies Act, 2013, the Independent Directors of the Company shall hold at least one meeting in a financial year without presence of non-independent directors and members of the Management. Accordingly, during the year under review, the Independent Directors of the Company met on March 24, 2026 without the presence of Non-Independent Directors and members of the management inter alia to discuss the business as required under Regulation 25(4) of SEBI Listing Regulations and Companies Act, 2013.

Risk Management: Company has not ranked from 1001 to 2000 listed company as per market capitalization list prepared by BSE and NSE in terms of sub-regulation (2) of Regulation 3. Therefore, there was no requirement to constitute a risk management committee.

13. Disclosures of the compliance with Corporate Governance Requirements

The Company has complied all the Corporate Governance requirements as specified in Regulation 17 to 27 and clause (b) to (i) and (t) of sub-regulation (2) of regulation 46 and Schedule V of the SEBI Listing Regulations.

14. MD & CFO certification

The Chairman and Managing Director (MD) and the Chief Financial Officer (CFO) of the Company gives annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) read with Part B of Schedule II of the SEBI Listing Regulations. Copy of such certificate is annexed with this report.

The Chairman and Managing Director (MD) and the Chief Financial Officer (CFO) also provided quarterly certification on financial results to the Board in terms of Regulation 33(2)(a) of the SEBI Listing Regulations.

15. Compliance Certificate on Corporate Governance

The Company has obtained a certificate from the Company Secretary CS Ramesh Chandra Bagdi (FCS: 8276 and CP No. 2871), Proprietor of Ramesh Chandra Bagdi & Associates, Company Secretary in Practice, regarding compliance with the conditions of Corporate Governance as stipulated in terms of Regulation 34(3) read with Schedule V of the SEBI Listing Regulations and the same is annexed with this report.

16. Disclosure with respect to Demat Suspense Account/Unclaimed Suspense Account

Pursuant to Regulation 34(3) and Part F of Schedule V to the SEBI Listing Regulations, the Company does not have its equity shares in the demat suspense account or unclaimed suspense account.

17. Disclosure on certain type of agreements binding on listed entities

Pursuant to Regulation 30A of the Listing Regulations, no agreement has been entered or executed by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company during the financial year which impact the management control.

18. Other Information

(c) Proceeds from public issues, rights issues, preferential issues and Qualified Institutions Placement etc.

The Company has not raised any money through issue of Securities by means of Public Issue, Qualified Institutions Placement etc. during the financial year ended 31st March 2026.

However, the Board of Directors at its meeting held on 24th March, 2026 approved the issuance of up to 12,75,00,000 convertible warrants on a preferential basis to identified Non-Promoter/Public Investors at an issue price of Rs.2.80 per warrant, aggregating up to Rs. 35.70 crore, subject to shareholders' approval, stock exchange in-principle approvals, and other applicable statutory/regulatory approvals.

(d) The company has adopted a policy on dissemination of information on the material events to stock exchanges in accordance with the regulation 30 of the SEBI Listing Regulations, 2015. The said policy is available on the website of the company at following web link:

https://www.vijifinance.com/Admin/pdf/Policy%20for%20determination%20of%20materiality%20of%20events%20or%20information_15.01.2025.pdf

(e) The company has adopted the policy on preservation of documents in accordance with the regulation 9 of the SEBI Listing Regulations. The documents preservation policy is available on the website of the company at following web link: https://www.vijifinance.com/Admin/pdf/Policy-on-Preservation-of-Documents%20(1).pdf

(f) Disclosure of Accounting Treatment in preparation of Financial Statements

The Company adopted Indian Accounting Standards ("Ind AS") from 1st April, 2019. Accordingly, the financial statements have been prepared in accordance with Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Act and other relevant provisions of the Act.

(g) Code for Prevention of Insider Trading Practices

The Company has formulated and adopted the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' which, inter alia, includes Policy for determination of "Legitimate Purpose" and 'Code of Conduct for Prevention of Insider Trading in Securities of Viji Finance Limited in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations"). This code has been available on the Company's website at https://www.vijifinance.com/Admin/pdf/code%20of%20conduct%20PIT_Viji%2015.01.2025.pdf

The Company's Code of Conduct has been formulated to regulate, monitor and ensure reporting of trading by the Designated Persons and their immediate relatives towards achieving compliance with the Regulations and is designed to maintain the highest ethical standards of trading in Securities of the Company by persons to whom it is applicable. The Code lays down Guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with securities of the Company and cautions them of the consequences of violations. During the year under review, the Company's Code of Conduct was amended in line with the amendments brought in the Regulations by SEBI.

(h) Management Discussion and Analysis

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

(i) Disclosure regarding appointment/re-appointment of director at the ensuing Annual General Meeting

Brief resume of the Director proposed to be appointed/re-appointed/retire by rotation and eligible for re-appointment is given in the Notice convening the Annual General Meeting in separate annexure.

(j) Transfer unpaid/unclaimed dividend amount to Investor Education and Protection Fund

The Ministry of Corporate Affairs ('MCA') has notified the provisions of Section 124 of the Companies Act, 2013 ('Act, 2013) and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF RULES") w.e.f. 07.09.2016. Under Section 124 (5) of the Companies Act, 2013, dividends that are unclaimed/un-paid for a period of seven years, are to be transferred statutorily to the Investor Education and Protection Fund (IEPF) administered by the Central Government. To ensure maximum disbursement of unclaimed dividend, the Company sends reminders to the concerned investors at appropriate intervals.

As on the date of this Report, the Company has no unpaid or unclaimed dividend amount remaining. Accordingly, there are no amounts required to be transferred to the Investor Education and Protection Fund (IEPF), as all unpaid and unclaimed dividend amounts that became due for transfer have already been transferred to the IEPF in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

The Company had individually communicated with all concerned shareholders whose shares were liable to be transferred to the IEPF. Prior to such transfer, the Company also published the requisite newspaper advertisements in compliance with the applicable provisions. Further, the details of such shareholders and the shares transferred to the IEPF were uploaded on the IEPF website at www.iepf.gov.in.

Transfer of amount/shares to Investor Education and Protection Fund:

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the IEPF (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, dividend / interest / refund of applications which remains unclaimed/unpaid for a period of 7 years is required to be transferred to IEPF. Further, the IEPF Rules mandate the companies to transfer all shares on which dividend remains unclaimed/unpaid for a period of 7 consecutive years to the demat account of the IEPF Authority.

Accordingly, during the Financial Year 2025-26 unpaid/unclaimed dividends of Rs. 0.33 lakhs relating to financial year 2017-18 were transferred to the Investor Education and Protection Fund and 2,66,963 unclaimed equity shares pertaining to 108 folios in respect of which dividend from financial year 2017-18 had not been paid or claimed for seven consecutive years or more by shareholders, had been transferred to the designated demat account of the IEPF Authority.

The Members/claimants whose shares or unclaimed dividends get transferred to IEPF may claim the shares or apply for refund from the IEPF Authority by following the refund procedure as detailed on the website of IEPF Authority at www.iepf.gov.in.

(k) Code of Conduct

The Board of Directors has laid down a Code of Conduct, which is applicable to all Directors and Senior Management personnel of the

Company. The Code has also been posted on the website of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the Financial Year 2025-26. An annual declaration signed by the Chairman and Managing Director of the Company affirming compliance to the Code by the Board of Directors and the Senior Management forms part of the report. Further, the Directors and the Senior Management of the Company has submitted disclosure to the Board that they do not have any material financial and commercial transactions that may have a potential conflict with the interest of the Company at large.

The Code of Conduct is placed on the website of the Company at
https://www.vijifinance.com/Admin/pdf/Code%20of%20Conduct%20for%20BOD%20&%20KMP_Viji_15.01.2025.pdf

19. Declaration regarding compliance by Board of Director and Senior Management Personnel with the Company's Code of Conduct

I, Vijay Kothari, Chairman & Managing Director of Viji Finance Limited hereby declare that the Company has obtained affirmation from all the members of the Board and Senior Management Personnel of the Company that they have complied with the Code of Conduct for Board of Directors & Senior Management Personnel for the financial year 2025-26.

For Viji Finance Limited

Vijay Kothari
Chairman and Managing Director
DIN: 00172878

Place: Indore
Date: 14th July, 2026

ANNEXURE TO GENERAL SHAREHOLDER INFORMATION

Table 1- Distribution of shareholding according to size class as on March 31, 2026

Shareholding of Nominal value of Rupees	Number of Shareholders	% of total Shareholders	Shares Amount (in Rs.)	% of Total Shares
Upto-1000	56,730	91.54	64,13,619	4.50
1001-2000	2,028	3.27	31,34,742	2.20
2001-3000	767	1.24	19,75,893	1.39
3001-4000	371	0.60	13,25,209	0.93
4001-5000	432	0.70	20,77,812	1.46
5001-10000	755	1.22	57,72,339	4.05
10001-20000	395	0.64	58,44,637	4.10
20001-30000	147	0.24	36,57,390	2.57
30001-40000	61	0.10	21,23,547	1.49
40001-50000	77	0.12	36,34,590	2.55
50001-100000	107	0.17	79,43,039	5.57
100001-ABOVE	103	0.17	9,85,97,183	69.19
Total	**61,973**	**100**	**14,25,00,000**	**100**

Certificate of Non-Disqualification of Directors

[Pursuant to Regulation 34(3) and Schedule V Para C Sub Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of,
VIJI FINANCE LIMITED
11/2, Usha Ganj, Jaora Compound
Indore (M.P.)-452001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Viji Finance Limited, having CIN L65192MP1994PLC008715 and having registered office at 11/2, Usha Ganj, Jaora Compound, Indore (M.P.)-452001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications [including Directors Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2026 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA), or any such other Statutory Authority.

Details of Directors:

S. No.	Name of Directors	DIN	Designation	Date of appointment in the Company*
1	Mr. Vijay Kothari	00172878	Chairman and Managing Director	12.10.1994
2	Ms. Sakshi Chourasiya	09370037	Non-Executive Woman Independent Director	25.10.2021
3	Ms. Palak Malviya	07795827	Non-Executive Woman Independent Director	12.02.2024
4	Mr. Ashish Verma	07665222	Professional Non-Executive Non-Independent Director	08.12.2025

**the date of appointment is as per the MCA portal*

Ensuring eligibility for appointment/continuity of every director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Ramesh Chandra Bagdi & Associates
Company Secretaries

Ramesh Chandra Bagdi
Proprietor
FCS: 8276, C.P. No 2871
UDIN: F008276H000770400
PR No.: 1560/2021
Unique Code Number: S2021MP835800

Place: Indore
Date: 10th July, 2026

MD/CFO COMPLIANCE CERTIFICATE

[Compliance Certificate pursuant to Regulation 17(8) and Part B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of,
VIJI FINANCE LIMITED
11/2, Usha Ganj, Jaora Compound
Indore (M.P.)-452001

We hereby certify to the Board of Directors of Viji Finance Limited that:

A. We have reviewed financial statements and the cash flow statement for the financial year ended on 31st March, 2026 and that to the best of our knowledge and belief:

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

(2) these statements together present a true and fair view of the Company's affairs and are in compliance with applicable Indian Accounting Standards, applicable laws and regulations.

B. That there are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended 31st March, 2026 which are fraudulent, illegal or violative of the Company's code of conduct.

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

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

(1) Significant changes in internal control over financial reporting during the financial year.

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

(3) that there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

FOR VIJI FINANCE LIMITED

Vijay Kothari
Chairman & Managing Director
(DIN: 00172878)

Siddhant Sharma
Chief Financial Officer

Place: Indore
Date: 06th May, 2026

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

(Pursuant to Schedule V(E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of,
VIJI FINANCE LIMITED
11/2, Usha Ganj, Jaora Compound
Indore (M.P.)-452001

I have examined the compliance of conditions of Corporate Governance by VIJI FINANCE LIMITED ('the Company') having its Registered office situated at 11/2, Usha Ganj, Jaora Compound, Indore (M.P.) 452001 for the financial year ended 31st March, 2026, as stipulated in Regulations 17, 17A, 18, 19, 20, 22, 23, 24A, 25, 26, 26A, 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The compliance of conditions of Corporate Governance as stipulated under the SEBI Listing Regulations is the responsibility of the Management. My examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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

For Ramesh Chandra Bagdi & Associates
Company Secretaries

Ramesh Chandra Bagdi
Proprietor
FCS: 8276, C.P. No 2871
UDIN: F008276H000770081
PR No.: 1560/2021
Unique Code Number: S2021MP835800

Date: 10th Day of July, 2026
Place: Indore

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VIJI FINANCE LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of VIJI FINANCE LIMITED("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and, the Statement of Cash Flows for the year then ended, notes to the financial statement and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('Ind AS')and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the profit, total comprehensive income , changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other Matters

We draw to the attention on the fact that:

i) The provision for standard asset made by the company is lower than the provision required under the applicable RBI prudential norms by 0.036%.

ii) It is observed that during the year, the loan accounts of three Borrowers amount involved of Rs. 145.47 Lac was repaid by one of the director Mr. Vijay Kothari who is also guarantor in the respective borrowers account. The repayment has not been made by the borrower itself. The source of funds of the guarantor has not been independently verified. This may indicate stress in the borrower's financial position and potential risk of ever greening.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report. Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of Standalone Ind AS Financial Statement

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements. A further description of the auditor's responsibilities for the audit of the standalone Ind AS financial statements is included in **Annexure A.** This description forms part of our auditor's report.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure B** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

   c) The reports on the accounts of the branch offices of the Company audited under Section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report.

   d) The Balance Sheet, the Statement of Profit and Loss, including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account [and with the returns received from the branches not visited by us].

   e) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

   f) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of

Section 164 (2) of the Act.

g) With respect to the adequacy of the Internal Financial Control with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure C"**

h) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197(16) of the Act.

i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

j) i) The Company does not have any pending litigations which would impact its financial position.

ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii) There was no delay in transferring amounts which were required to be transferred to the Investor Education and protection fund by the Company.

k) (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(l) Dividend is not declared or paid during the year by the company is in compliance with section 123 of the Companies Act, 2013.

m) Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2026 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For: DHARMENDRA K AGARWAL & Co.
Chartered Accountants

CA DharmendraAgarwal
Partner
Membership Number: 402138
Firm Registration Number: 025525C

Place : Indore
Date : 06.05.2026
UDIN: 26402138TPNNSD9902

Annexure A

[Auditor Responsibilities for Audit of Standalone Ind AS Financial Statement]

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern. Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation. Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication. (only in case of listed companies)

For: DHARMENDRA K AGARWAL & Co.
Chartered Accountants

CA DharmendraAgarwal
Partner
Membership Number: 402138
Firm Registration Number: 025525C

Place : Indore
Date : 06.05.2026
UDIN: 26402138TPNNSD9902

ANNEXURE B

To the Independent Auditors' Report on

Financial Statements of VIJI FINANCE LIMITED

(Referred to our report of even date)

ANNEXURE(B) REFERRED TO IN PARAGRAPH OF UNDER ‘REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS‘SECTIONOF INDEPENDENT AUDITOR’S REPORT OF EVEN DATE TO THE MEMBERS OF**VIJI FINANCE LIMITED** ON THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED **31ST MARCH, 2026.**

1) In respect of Property, Plant & Equipment

i) a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Vehicle, Computer, Furniture & Fixture, Software, Plant& Equipment.

b) The company does not have intangible assets as at the balance sheet date.

ii) The Plant & Equipment and other assets have been physically verified by the management at reasonable intervals and no any material discrepancies were noticed on such verification

iii) There is no record of title deeds of immovable properties shown in the financial statements are held in the name of the company

If not, provide the details thereof in the format below:-

Description of Property	Gross Carrying Value	Held in Name of	Whether Promoter Director or the ir relative or employee		Period held indicate range where appropriate	Reason for not being held in name of company,
	NIL					

iv) The company has not revalued its Plant & Equipment and others assets or Intangible assets or both during the year.

v) No proceedings have been initiated against the company for holding benami property under The Benami Transactions (Prohibition) Act, 1988 and rules made thereunder and hence details is not required to appropriately disclosed in the financial statements.

2) In respect of Inventory

The Company does not have any inventory and hence reporting under clause 3(2)(a)of the Order is not applicable

3) In respect of loan granted:

i) Since the Company’s principal business is to give loans. Accordingly, the provision of clause 3(3) (i) of the Order is not applicable to it.

ii) The Company, being a Non-Banking Financial Company (‘NBFC’), registered under provisions of RBI Act, 1934. In our opinion and according to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees, provided during the year are, prima facie, not prejudicial to the Company’s interest.

iii) The Company, being a Non-Banking Financial Company (‘NBFC’), registered under provisions of RBI Act, 1934 and rules made thereunder, in pursuance of its compliance with provisions of the said Act/Rules, particularly, the Income Recognition, Asset Classification and Provisioning Norms, monitors repayments of principal and payment of interest by its customers as stipulated. In our opinion and according to the information and explanations given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and in cases where repayment of principal and payment of interest is not received as stipulated, the cognizance thereof is taken by the Company in course of its periodic regulatory reporting. According to the information and explanation made available to us, reasonable steps are taken by the Company for recovery thereof.

iv) The Company, being a NBFC, registered under provisions of RBI Act, 1934 and rules made thereunder, in pursuance of its compliance with provisions of the said Act/Rules, particularly, the Income Recognition, Asset Classification and Provisioning Norms, monitors and report total amount overdue including principal and/or payment of interest by its customers for more than 90 days. In cases where repayment of principal and payment of interest is not received as stipulated, the cognizance thereof is taken by the Company in course of its periodic regulatory reporting. According to the information and explanation made available to us, reasonable steps are taken by the Company for recovery thereof.

v) Since the Company's principal business is to give loans. Accordingly, the provision of clause 3(3)(v) of the Order is not applicable to it.

vi) Based on our audit procedures, according to the information and explanation made available to us, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year.

4) In respect of compliance of section 185 and 186 of The Companies Act, 2013

According to information and explanations given to us and on the basis of our examination of the records of the company, in our opinion the company has complied for advanced any loans, made investments, gave guarantees, and provided security prescribed in provisions of section 185 and 186 of the companies Act, 2013.

5) In respect of public deposits

In our opinion and according to the information and explanations given to us and on the basis of our examination, the Company has not accepted any deposit from the public within the meaning of the provisions of sections 73 to 76 or any relevant provisions of the Companies Act, 2013 and the rules framed there under.

6) In respect of Cost Records:

According to the information and explanations given to us, the maintenance of cost records has not been prescribed by the central government under the section 148(1) of the Companies Act, 2013 for the business activities carried out by the company. Thus, reporting under clause 3(vi) of the order is not applicable to the company.

7) In respect of statutory dues:

i) The Company has generally been regular in depositing undisputed statutory dues, including goods and services tax, provident fund, income tax, cess and other material statutory dues applicable to it, to the appropriate authorities. As explained to us, the Company does not have any dues on account of GST, service tax, duty of customs, duty of excise and value added tax.

There were no undisputed amounts payable in respect of goods and services tax, provident fund, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues in arrears as of 31 March 2025, for a period of more than six months from the date they became payable.

(ii) The details of statutory dues referred to in sub- paragraph (i) above which have not been deposited with the concerned authorities as on 31 March 2026, on account of dispute are given below:

S. No.	Name of the Statute	Nature of Dues	Amount Involved in Rs.	Amount Unpaid	Period to which the amount relates	Forum where dispute is pending
1	Income Tax Act, 1961	Income tax	22.08	22.08	FY 2020 -21	Assistant Director of Income Tax Department
2	Income Tax Act, 1961	Income tax	3.61	3.61	FY 2018 -19	Assistant Director of Income Tax Department
3	Income Tax Act, 1961	Income tax	8.65	8.65	FY 2013 -14	Commissioner of Income Tax Depar tment (Appeals).
4	Income Tax Act, 1961	Income tax	5.21	5.21	FY 2017 -18	Deputy Commissioner of Income Tax Department
5	Income Tax Act, 1961	Income tax	2.04	2.04	FY 2019 -20	Assistant Director of Income Tax Department
6	Income Tax Act, 1961	Income tax	8.22	8.22	FY 2013 -14	Commissioner of Income Tax Department (Appeals).
7	Income Tax Act, 1961	Income tax	3.69	3.69	FY 2023 -24	Centralized Processing Center, Income tax Department
8	Income Tax Act, 1961	Income tax	5.63	5.63	FY 2024 -25	Centralized Processing Center, Bangalore

8) In respect of undisclosed Income

In our opinion and according to the information and explanations given to us and based on our examination of the records of the company, there were no such unrecorded transaction in the books of account which were surrendered or disclosed as income during the year in tax assessments under Income Tax Act, 1961 (43 of 1961).

9) In respect of repayment of loan

According to the information and explanations given to us, based on our examination of the records of the company and on the basis of overall examination of the Balance Sheet of the Company,

i) The company has not defaulted in repayment of loans or borrowing to a financial institution or bank.

ii) The company has not been declared willful defaulter by any bank or financial institution.

iii) In our opinion the term loan was applied for the purpose for which the loan was obtained.

iv) No such short-term loan funds have been utilized for long term purpose.

v) The company has not raised any fund from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

vi) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

10) In respect of funds raised through IPO/FPO/Debt finance

i) On the basis of overall examination of the Balance Sheet of the Company, according to the information and explanations provided to us and based on our examination of the records of the company we report that monies not raised through IPO/FPO/Debt finance during the year

ii) The company not made any preferential allotment or private placement of shares /debentures during the year

11) In respect of fraud reporting

i) Based upon the audit procedures performed and information and explanations given to us by the management, we report that no fraud by the company or on the company by its officers/employees have not been noticed or reported during the course of our audit.

ii) No any report under sub-Section (12) of Section 143 of the Companies Act has not been filed by the auditors in Form ADT-4 as prescribed under Rule 13of Companies (Audit and Auditors) Rules 2014 with the Central Government.

iii) Consider of Whistle-blower complaints as the part of audit procedure framed during the course of audit, no any record of complaints whistle-blower found during the year by the Company.

12) In Respect of Transactions with Related Parties

According to the information and explanations given to us, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

13) In Respect of Internal Audit System

i. In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

ii. We have considered, the Internal audit reports for the year under audit, issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedures.

14) In respect of Non-Cash Transactions

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him.

15) In respect of compliance of section 45IA of the RBI Act, 1934

i) The company is registered under section 45-IA of The Reserve Bank of India Act, 1934.

ii) The Company has conducted Non-Banking Financial activities with a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act 1934.

iii) The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India

iv) The Company not a Group has more than one CIC or as part of the Group

16) In respect of Cash losses

The company has not incurred cash losses in the current financial year and in the immediately preceding financial year

17) In respect of resignation of statutory auditors

There has not been any resignation of statutory auditor during the year.

18) In respect of any material uncertainty to meet liability

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

19) In Respect of Unspent Amount Under Section 135(5) of The Companies Act, 2013

i) In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, The Section 135(5) is not applicable therefore no such unspent amount to be transferred to fund specified in Schedule VII to the Companies Act. within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act.

ii) The Company does not have ongoing projects under section 135 of the Companies Act. And the Section 135(5) is not applicable therefore no such unspent amount under section (5) of section 135 of Companies Act to special account in compliance with provision of sub section (6) of section 135 of the said Act.

20) Consolidated CARO reporting - Qualifications or Advance Remarks

The Company is not required to prepare Consolidated Financial Statement under Section 129(3) of the Companies Act, 2013. Accordingly, reporting under Clause 3(xxi) of the Order is not applicable."

21) In the case of a Nidhi Company: Not Applicable

For: DHARMENDRA K AGARWAL & Co.
Chartered Accountants

CA DharmendraAgarwal
Partner
Membership Number: 402138
Firm Registration Number: 025525C

Place : Indore
Date : 06.05.2026
UDIN: 26402138TPNNSD9902

ANNEXURE C

To the Independent Auditors' Report on Financial Statements of VIJI FINANCE LIMITED

(Referred to our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **VIJI FINANCE LIMITED** ("the Company") as of March 31, 2026 in conjunction with our audit of thefinancial statements of the Company for the year ended on that date.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

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

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Standalone Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to Standalone Financial Statements.

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A company's internal financial control with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at March 31, 2026, based on the criteria for internal financial control with reference to Standalone Financial Statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For: DHARMENDRA K AGARWAL & Co.
Chartered Accountants

CA DharmendraAgarwal
Partner
Membership Number: 402138
Firm Registration Number: 025525C

Place : Indore
Date : 06.05.2026
UDIN: 26402138TPNNSD9902

ANNEXURE TO THE AUDITORS REPORT OF EVEN DATED OF VIJI FINANCE LIMITED, INDORE ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2026.

1) The Company has obtained registration under section 45IA of the Reserve Bank of India Act, 1934 vide certificate no. 03-00080 Dt. 29th October, 1998.

2) The Board of Directors of the Company has passed a resolution for not holding any public deposit as on date as well as non-acceptance of any public deposit in future without obtaining written prior permission from the Reserve Bank of India.

3) The Company has not accepted any public deposit during the financial year ended on 31st March, 2026.

4) The Company has complied with the prudential norms relating to income recognition, accounting standards and assets classification as applicable to it, subject to Notes to the accounts.

5) Necessary provision, if any has been made for all bad and doubtful debts during the year ending 31st March, 2026 except deficiency in provision reported in **Annexure 1**

For: DHARMENDRA K AGARWAL & Co.
Chartered Accountants

CA DharmendraAgarwal
Partner
Membership Number: 402138
Firm Registration Number: 025525C

Place : Indore
Date : 06.05.2026
UDIN: 26402138TPNNSD9902

ANNEXURE 1

Memorandum of Changes

Sr no.	Assets Classification	Outstanding Advances As on 31.03.2026 Rs in Lac	Provision % as per RBI Norms	Amount of Provision Rs In Lac	Provision already made as on 31.03.2026	Additional provision Required against profit
1	Standard Assets	2671.45	0.4%	10.68	9.70	**0.98**
	Total	**2671.45**	**-**	**10.68**	**9.70**	**0.98**

VIJI FINANCE LIMITED

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

CIN : L65192MP1994PLC008715

BALANCE SHEET AS AT 31st MARCH 2026

(Rs. In Lacs)

	Particulars	Notes	As at 31/03/2026	As at 31/03/2025
	ASSETS			
1	**Financial Assets**			
	(a) Cash and cash equivalents	2	43.67	40.91
	(b) Bank Balance other than (a) above	3	-	508.49
	(c) Derivative financial instruments		-	-
	(d) Receivables			
	(I) Trade Receivables		-	-
	(II) Other Receivables		-	-
	(e) Loans	4	2,943.16	2,705.60
	(f) Investments	5	194.80	5.02
	(g) Other Financial assets	6	42.85	73.87
2	**Non-financial Assets**			
	(a) Inventories		-	-
	(b) Current tax assets (Net)		-	-
	(c) Deferred tax Assets (Net)	7	2.48	0.46
	(d) Property, Plant and Equipment	8	138.39	171.04
	(e) Intangible assets		-	-
	(f) Other non-financial assets		-	-
	Total Assets		**3,365.35**	**3,505.39**
	LIABILITIES AND EQUITY			
	LIABILITIES			
1	**Financial Liabilities**			
	(a) Derivative financial instruments		-	-
	(b) Payables			
	(I) Trade Payables		-	-
	(II) Other Payables		-	-
	(i) total outstanding dues of micro enterprises and small enterprises		-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	9	121.06	43.82
	(c) Debt Securities			
	(d) Borrowings (Other than Debt Securities)	10	724.89	1,259.72
	(e) Deposits		-	-
	(f) Subordinated Liabilities		-	-
	(g) Other financial liabilities		-	-

(Rs. In Lacs)

	Particulars	Notes	As at 31/03/2026	As at 31/03/2025
2	**Non-Financial Liabilities**			
	(a) Current tax liabilities (Net)	11	68.67	5.63
	(b) Provisions	12	114.44	57.39
	(c) Deferred tax liabilities (Net)	7	-	
	(d) Other non-financial liabilities			
	Total Liabilities (I)		**1,029.06**	**1,366.56**
3	**EQUITY**			
	(a) Equity Share capital	13	1,425.00	1,425.00
	(b) Other Equity	14	911.29	713.83
	Total Equity (II)		**2,336.29**	**2,138.83**
	Total Liabilities and Equity (I+II)		**3,365.35**	**3,505.39**

Significant Accounting Policies 1
Notes on Financial Statements 2-44

As per our report of even date attached
For DHARMENDRA K AGARWAL & Co
Chartered Accountants

CA Dharmendra Agarwal
Partner
Membership No. 402138
FRN: 025525C
UDIN- 26402138TPNNSD9902
Date: 06th May 2026
Place: Indore

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

Ashish Verma
Director
DIN : 07665222

Vijay Kothari
Chairman & Managing Director
DIN : 00172878

Stuti Sinha
Company Secretary
Membership No. A42371

Siddhant Sharma
Chief Financial Officer

Date: 06th May 2026
Place: Indore

VIJI FINANCE LIMITED

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

CIN : L65192MP1994PLC008715

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE FINANCIAL YEAR 31st MARCH 2026

(Rs. In Lacs)

	Particulars	Notes	01/04/2025 to 31/03/2026	01/04/2024 to 31/03/2025
Revenue from operations				
(i)	Interest Income	15	507.84	228.88
(ii)	Fees and commission Income	16	0.33	3.63
(iii)	Others			
(I)	**Total Revenue from operations**		**508.17**	**232.51**
(II)	**Other Income**	**17**	**15.82**	**60.41**
(III)	**Total Income (I+II)**		**523.99**	**292.92**
	Expenses			
(i)	Finance Costs	18	52.44	46.50
(ii)	Fees and commission expense		-	-
(iii)	Employee Benefits Expenses	19	59.11	82.26
(iv)	Depreciation, amortization and impairment	20	32.65	34.98
(v)	Others expenses	21	115.68	107.52
(IV)	**Total Expenses (IV)**		**259.88**	**271.26**
(V)	**Profit / (loss) before exceptional items and tax (III-IV)**		**264.11**	**21.66**
(VI)	Exceptional items			
(VII)	**Profit/(loss) before tax (V-VI)**		**264.11**	**21.66**
(VIII)	**Tax Expense:**			
	(1) Current Tax		68.67	5.63
	(2) Deferred Tax		(2.02)	(0.84)
(IX)	**Profit / (loss) for the period from continuing operations(VII-VIII)**		**197.46**	**16.87**
(X)	**Profit/(loss) from discontinued operations**		**-**	**-**
(XI)	**Profit/(loss) for the period (IX+X)**		**197.46**	**16.87**
(XII)	**Other Comprehensive Income**		**-**	**-**
(XIII)	**Total Comprehensive Income for the period (XI+XII)**		**197.46**	**16.87**
(XIV)	**Earnings per equity share (for continuing operations)**			
	Basic (Rs.)	22	0.14	0.01
	Diluted (Rs.)	22	0.14	0.01

As per our report of even date attached
For DHARMENDRA K AGARWAL & Co
Chartered Accountants

CA Dharmendra Agarwal
Partner
Membership No. 402138
FRN: 025525C
UDIN- 26402138TPNNSD9902
Date: 06th May 2026
Place: Indore

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

Ashish Verma
Director
DIN : 07665222

Vijay Kothari
Chairman & Managing Director
DIN : 00172878

Stuti Sinha
Company Secretary
Membership No. A42371

Siddhant Sharma
Chief Financial Officer

Date: 06th May 2026
Place: Indore

VIJI FINANCE LIMITED

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

CIN : L65192MP1994PLC008715

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2026

(Rs. In Lacs)

	Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
A)	**Cash flows from used in operating activities**		
	Profit before tax	264.11	21.66
	Adjustments for reconcile profit (loss)		
	Adjustments for finance costs	-	-
	Adjustments for decrease (increase) in trade receivables, current	-	-
	Adjustments for decrease (increase) in trade receivables, non-current	-	-
	Adjustments for decrease (increase) in other current assets	-	-
	Adjustments for decrease (increase) in other non-current assets	-	-
	Adjustments for other financial assets, non-current	-237.56	-309.48
	Adjustments for other financial assets, current	31.02	-42.04
	Adjustments for other bank balances	-	-
	Adjustments for increase (decrease) in other current liabilities	-	-
	Adjustments for increase (decrease) in other non-current liabilities	-	-
	Adjustments for depreciation and amortisation expense	32.65	34.98
	Adjustments for provisions, current	57.05	2.72
	Adjustments for provisions, non-current	-	-
	Adjustments for other financial liabilities, current	77.24	12.55
	Other adjustments for which cash effects are investing or financing cash flow	-	-
	Adjustments for dividend income	-	-
	Adjustments for interest income	-	-
	Other adjustments to reconcile profit (loss)	-	-
	Other adjustments for non-cash items	-	-
	Total adjustments for reconcile profit (loss)	**-39.60**	**-301.27**
	Net cash flows from (used in) operations	**224.51**	**-279.61**
	Dividends received	-	-
	Interest paid	-	-
	Interest received	-	-
	Income taxes paid (refund)	5.63	8.29
	Other inflows (outflows) of cash	-	-
	Net cash flows from (used in) operating activities	**218.88**	**-287.90**
B)	**Cash flows from used in investing activities**		
	Purchase of property, plant and equipment		(10.84)
	Proceeds from sales of property, plant and equipment	-	-
	Purchase of investment at FTPL	(189.78)	-
	Proceeds from sales of investment at FTPL	-	
	Net cash flows from (used in) investing activities	**(189.78)**	**(10.84)**

(Rs. In Lacs)

	Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
C)	**Cash flows from used in financing activities**		
	Proceeds from issue of Equity shares (net of issue expenses)		900.00
	Expenses incurred on issuance of Non-convertible debentures	-	-
	Proceeds from Borrowings (Other than Debt Securities)	-	-
	Repayment of Borrowings (Other than Debt Securities)	(534.83)	(76.09)
	(Decrease) / Increase in loans repayable on demand and cash credit/overdraft	-	-
	Increase / (decrease) in Fixed deposits (net)	-	-
	Dividend paid (including tax on dividend)	-	-
	Net cash flows from (used in) financing activities	**(534.83)**	**823.91**
	Net increase (decrease) in cash and cash equivalents before effect of exchange rate changes	**-505.73**	**525.17**
	Effect of exchange rate changes on cash and cash equivalents	**0.00**	**0.00**
	Effect of exchange rate changes on cash and cash equivalents	0.00	0.00
	Net increase (decrease) in cash and cash equivalents	**-505.73**	**525.17**
	Cash and cash equivalents cash flow statement at beginning of period	549.40	24.23
	Cash and cash equivalents cash flow statement at end of period	**43.67**	**549.40**

As per our report of even date attached
For DHARMENDRA K AGARWAL & Co
Chartered Accountants

CA Dharmendra Agarwal
Partner
Membership No. 402138
FRN: 025525C
UDIN- 26402138TPNNSD9902
Date: 06th May 2026
Place: Indore

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

Ashish Verma
Director
DIN : 07665222

Vijay Kothari
Chairman & Managing Director
DIN : 00172878

Stuti Sinha
Company Secretary
Membership No. A42371

Siddhant Sharma
Chief Financial Officer

Date: 06th May 2026
Place: Indore

COMPANY OVERVIEW, BASIS OF PREPARATION & SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

NOTE 1: CORPORATE INFORMATION

Viji Finance Limited ("VFL" or 'the Company') is a public limited company and incorporated on 12th October 1994 having (CIN: L65192MP1994PLC008715) under the provisions of Companies Act. The shares of the Company are listed at BSE Limited, National Stock Exchange of India Limited (NSE) and The Calcutta Stock Exchange Limited (CSE).

The Company is domiciled in India having its registered office at 11/2, Ushaganj, Jaora Compound lndore, 452001 Madhya Pradesh.

The Company is a Non-Banking Financial Company (NBFC) engaged in providing financial services. The Company is registered as a Non-Systemically Important Non-Deposit Accepting NBFC as defined under Section 45 IA of the Reserve Bank of India ('RBI Act, 1934 with effect from 29th October 1998).

STATEMENT OF COMPLIANCE

The financial statements of the Company comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules,2015 as amended from time to time and other relevant provisions of the Act. Any directions issued by the RBI or other regulators are implemented as and when they become applicable. Further, the Company has complied with all the directions related to Implementation of Indian Accounting Standards prescribed for Non-Banking Financial Companies (NBFCs) in accordance with the RBI notification RBI/DOR/2025-26/359 DOR.ACC.REC.No.278/21.04.018/2025-26 dated November 28,2025, Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures

Any application guidance/ clarifications/ directions/ expectations issued by RBI or other regulators are implemented as and when they are issued/ applicable. Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

NOTE 2: SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

The principal accounting policies applied in the preparation of these Financial Statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1. Basis of Preparation

(i) Compliance with Ind AS

The financial statements of the Company comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. Any application guidance/clarifications/directions issued by RBI or other regulators are implemented as and when they are issued applicable.

The financial statements have been prepared using the significant accounting policies and measurement bases summarized as below. These accounting policies have been applied consistently over all the periods presented in these financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to Ind AS.

(ii) Historical Cost Convention

The financial statements have been prepared on a historical cost basis.

(iii) Functional & Presentation Currency

These financial statements are presented in Indian Rupees (INR) which is also the Company's functional currency.

(iv) Preparation of financial statements

The Company is covered in the definition of Non-Banking Financial Company as defined In Companies (Indian Accounting Standards) (Amendment) Rules, 2015. As per the format prescribed under Division III of Schedule III to the Companies

Act, 2013 on 11 October 2018, the Company presents the Balance Sheet, the Statement of Profit and Loss, Cash Flow Statement and the Statement of Changes in Equity in the order of liquidity. A maturity analysis of recovery or settlement of assets and liabilities within 12 months after the reporting date and more than 12 months after the reporting date is presented.

(v) Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires management to make estimates, judgments, and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of financial statements and the reported amounts of revenue and expenses for there porting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognized in the period in which the Company becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods. The estimates and judgments that have significant impact on carrying amount of assets and liabilities at each balance sheet date are discussed.

2.2. Revenue recognition

The Company recognizes revenue from contracts with customers based on a five step model asset out in Ind AS 115, Revenue from contracts with customers, to determine when to recognize revenue and at what amount. Revenue is measured based on the consideration specified in the contract with a customer. Revenue from contracts with customers is recognized when services are provided and it is highly probable that a significant reversal of revenue is not expected to occur.

Revenue is measured at fair value of the consideration received or receivable. Revenue is recognized when (or as) the Company satisfies a performance obligation by transferring a promised service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

When (or as) a performance obligation is satisfied, the Company recognizes as revenue the amount of the transaction price (excluding estimates of variable consideration) that is allocated to that performance obligation.

The Company applies the five-step approach for recognition of revenue:

- Identification of contract {s} with customers;
- Identification of the separate performance obligations in the contract;
- Determination of transaction price;
- Allocation of transaction price to the separate performance obligations; and
- Recognition of revenue when (oras) each performance obligation is satisfied.

(i) Interest income

Interest income is recognized on actual basis in Statement of profit and loss for all financial instruments measured at amortized cost.

(ii) Fee and commission income

Fee based income on loan transactions are recognized when they become measurable and when it is probable to expect their ultimate collection.

2.3. Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Current Tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred Tax

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only If It Is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

2.4. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial Institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.5. Financial instruments

Initial recognition and measurement:

Financial assets and financial liabilities are recognized when the entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities(other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Fair value of financial instruments:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed.

Financial assets

(i) Classification and subsequent measurement

All recognised financial assets are subsequently measured at either amortized cost or fair value depending on their respective classification.

On initial recognition, a financial asset is classified as- measured at:

- Fair value through profit or loss (FVTPL);

- Fair value through other comprehensive income (FVOCI); or
- Amortized cost.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

Financial assets at amortized cost are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by Impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain and loss on de-recognition is recognized in profit or loss.

Financial assets at FVTPL are subsequently measured at fair value. Interest Income is recognised using the effective interest (EIR) method. The impairment losses, if any, are recognized through statement of Profit and loss.

The loss allowance is recognized does not reduce the carrying value of the financial asset. On de-recognition, gains and losses accumulated In OCI are reclassified to the Statement of Profit and Loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses,

Including any Interest or dividend income, are recognized in profit or loss.

(ii) Impairment

The Company recognizes impairment allowances using Expected Credit Losses ("ECL") method on all the financial assets that are not measured at FVPTL:

ECL are probability weighted estimate of credit losses. For ECL all financial loans are classified as follows:

Stage1: Financials assets that are not credit impaired.

Stage2: Financials assets with significant increase in credit risk.

Stage3: Financials assets that are credit impaired.

Financial assets are written off / fully provided for when there is no reasonable of recovering a financial asset in its entirety or a portion thereof.

However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized In the Statement of Profit and Loss.

(iii) De-recognition

A financial asset is derecognized only when:

The Company has transferred the rights to receive cash flows from the financial asset or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de recognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset Is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

Financial Liabilities

(i) Initial recognition and measurement

Financial liabilities are classified at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective Interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in Statement of Profit or loss.

(ii) Subsequent measurement

Financial liabilities carried at fair value through profit or loss is measured at fair value with all changes in fair value recognized in the Statement of Profit and loss.

(iii) De-recognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

2.6. Leases

The company does not have any lease assets.

2.7. Property, plant and equipment (PPE)

Property, plant and equipment are stated at cost of acquisition less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition and installation of the assets.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the Written down method to allocate their cost, net of their residual values, over their estimated useful life prescribed under Schedule II to the Companies Act, 2013. The Company provides pro-rata depreciation from the date of installation till date the assets are sold or disposed.

De-recognition:

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognized in the statement of profit and loss when the asset is derecognized.

2.8. Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication based on internal and external factors, that an asset may be impaired. If any such Indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount of asset is the higher of its fair value or value in use. Value in use Is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects the current market assessment of time value of money and the risks specific to it. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than it carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and Is recognized in the statement of profit and loss. All assets are subsequently reassessed for Indications that an impairment loss previously recognized may no longer exist. An Impairment loss Is reversed if there has been a change in estimates used to determine the recoverable amount. Such a reversal is made only to the. extent that the assets carrying amount would have been determined, net of depreciation or amortization, had no Impairment loss been recognized.

2.9. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported In the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable In the normal course of business and In the event of default, Insolvency or bankruptcy of the Company or the counter party.

2.10. Segment reporting

The company has only one segment i.e. Financial Services.

2.11. Provisions and contingencies

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the reporting date.

Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Expected future operating losses are not provided.

Contingent liabilities are disclosed when there Is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it Is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

2.12. Earnings per share (Ind AS 33)

a) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit for the period (excluding other comprehensive income) attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus element in equity shares issued during the year.

b) Diluted earnings per share

Diluted earnings per share Is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of shares outstanding during the period as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

2.13. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees.

2.14. Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

2.15. Risk Management

While risk is inherent in the Company's activities, it is managed through an integrated risk management framework, including ongoing identification, measurement and monitoring, subject to risk limits and other controls.

The Board of Directors are responsible for the overall risk management approach and for approving the risk management strategies and principles.

Credit risk

The company manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counter parties and industry concentrations, and by monitoring exposures in relation to such limits.

NOTE 3: KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires management to make judgments. Estimates and assumption in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on ongoing basis. Any changes to accounting estimates are recognized prospectively. Information about critical Judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect on the amounts recognized In the financial statements are in duded in the following notes:

a) Provision and contingent liability: On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

b) Allowance for impairment of financial asset: Judgments are required in assessing the recoverability of overdue loans and determining whether a provision against those loans is required. Factors considered include the aging of past dues, value of collateral and any possible actions that can be taken to mitigate the risk of non-payment.

c) Recognition of deferred tax assets: Deferred tax assets are recognized for unused tax-loss carry forwards, deductible temporary differences and unused tax credits to the extent that realization of the related tax benefit is probable. The assessment of the probability with regard to the realization of the tax benefit involves assumptions based on the history of the entity and budgeted data for the future.

d) Property, plant and equipment: Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values as per schedule II of the Companies Act, 2013 or are based on the Company's historical experience with similar assets and taking into account anticipated technological changes, whichever is more appropriate.

e) Fair Value Measurement: Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique. In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as explained below:

- **Level 1**

  Units held in mutual funds are measured based on their published net asset value (NAV), taking into account redemption and/or other restrictions. Treasury bills are valued based on market quotes.

- **Level 2**

  Fair value of debt securities, borrowings other than debt securities and subordinated liabilities have estimated by discounting expected future cash flows discounting rate near to report date based on comparable rate / market observable data.

- **Level 3**

  Fair value of loans have estimated by discounting expected future cash flows using discount rate equal to the rate near to the reporting date of the comparable product. Unquoted equity shares are measured at fair value using suitable valuation models viz., net asset value technique

For: DHARMENDRA K AGARWAL & Co.
Chartered Accountants

CA DharmendraAgarwal
Partner
Membership Number: 402138
Firm Registration Number: 025525C

Place : Indore
Date : 06.05.2026
UDIN: 26402138TPNNSD9902

VIJI FINANCE LIMITED

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

CIN : L65192MP1994PLC008715

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31.03.2026

(Rs. In Lacs)

A.	Equity Share Capital	
	Particulars	**Amount**
	Balance as at 1 st April,2024	**825.00**
	Changes in equity share capital due to prior period errors	-
	Restated balance as at April 1, 2024	825.00
	Changes in equity share capital during the year	600.00
	Balance as at 31 st March ,2025	**1,425.00**
	Balance as at 1 st April,2025	**1,425.00**
	Changes in equity share capital due to prior period errors	-
	Restated balance as at April 1, 2025	**1,425.00**
	Changes in equity share capital during the year	-
	Balance as at 31 st March ,2026	**1,425.00**

B. Other equity

	Particulars	Reserve and Surplus			Total Equity
		Statutory Reserve	Securities Premium	Retained Earning	
	Balance as at 1 st April,2024	**124.29**	**-**	**272.66**	**396.95**
	Changes in accounting policy / prior period errors	-	-	-	-
	Restated balance as at April 1, 2024	**124.29**	**-**	**272.66**	**396.95**
	Profit for the year	-	-	16.87	16.87
	Security Perium received during the year		**300**		**300.00**
	Other comprehensive income for the year, net of income tax				
	Total comprehensive income for the year	**124.29**	**300**	**289.53**	**713.82**
	Transfer to Statutory Reserve	3.36	-	(3.36)	-
	Balance as at 31 03.2025	**127.66**	**300.00**	**286.17**	**713.83**
	Changes in accounting policy / prior period errors	-	-	-	-
	Restated balance as at April 1, 2025	**127.66**	**300**	**286.17**	**713.83**
	Profit for the year	-		197.46	197.46
	Other comprehensive income for the year, net of income tax	-	-	-	-
	Total comprehensive income for the year	**127.66**	**300**	**483.63**	**911.29**
	Transfer to Statutory Reserve	39.49	-	(39.49)	-
	Balance as at 31 03.2026	**167.15**	**300.00**	**444.14**	**911.29**

As per our report of even date attached
For DHARMENDRA K AGARWAL & Co
Chartered Accountants

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

CA Dharmendra Agarwal
Partner
Membership No. 402138
FRN: 025525C
UDIN- 26402138TPNNSD9902
Date: 06th May 2026
Place: Indore

Ashish Verma
Director
DIN : 07665222

Vijay Kothari
Chairman & Managing Director
DIN : 00172878

Stuti Sinha
Company Secretary
Membership No. A42371

Siddhant Sharma
Chief Financial Officer

Date: 06th May 2026
Place: Indore

(Rs. In Lacs)

	Particulars	As at 31 March 2026	As at 31 March 2025
2	**Cash and cash equivalents**		
	Cash on hand	0.03	34.10
	Balances with banks (of the nature of cash and cash equivalents)	43.64	6.81
	Cheques on hand		
	Others	-	-
	- Call money (CBLO)	-	-
	- Bank deposit with original maturity upto three months or less	-	-
	Total	**43.67**	**40.91**

3.	Particulars	As at 31 March 2026	As at 31 March 2025
	Bank balance (other than cash and cash equivalents)		
	Earmarked balances with banks for		
	- Interim dividend	-	-
	- Unclaimed dividend accounts	-	0.47
	Bank deposit with original maturity for more than three months	-	508.02
	Total	**-**	**508.49**

4. Loans

Particulars	As at 31 March 2026	As at 31 March 2025
- **Amortised Cost**	-	-
- **At Fair Value through Other Comprehensive Income**	-	-
- **At Fair Value through Profit and Loss**		
(i) Bills purchased and bills discounted	-	-
(ii) Loans repayable on demand	-	-
(iii) Term loans	2,943.16	2,705.60
(iv) Credit substitutes	-	-
(v) Finance lease and hire purchase	-	-
(vi) Retained portion of assigned loans	-	-
Gross Loans	**2,943.16**	**2,705.60**
Less : Impairment loss allowance	-	-
Loans net of impairment loss allowance	**2,943.16**	**2,705.60**
Total (A)	**2,943.16**	**2,705.60**
(B)		
(i) Secured by tangible assets (Against Gold/Property)	43.13	51.86
(ii) Secured by intangible assets	-	-
(iii) Covered by bank / government guarantees	-	-
iv) Unsecured	2,900.03	2,653.74
Gross Loans	**2,943.16**	**2,705.60**
Less : Impairment loss allowance	-	-
Loans net of impairment loss allowance	**2,943.16**	**2,705.60**
Total (B)	**2,943.16**	**2,705.60**
(C)		
(I) Loans in India		
(i) Public sector		
(ii) Others		
Retail	1,269.33	1,458.79
Corporates	1,673.83	1,246.81

(Rs. In Lacs)

Particulars	As at 31 March 2026	As at 31 March 2025
Gross Loans	**2,943.16**	**2,705.60**
Less : Impairment loss allowance	-	-
Loans net of impairment loss allowance	**2,943.16**	**2,705.60**
Total (C) (I)	**2,943.16**	**2,705.60**
(II) Loans outside India	-	-
(i) Public sector	-	-
(ii) Others		
Total - Loans outside India	**-**	**-**
Total (C) (I + II)	**2,943.16**	**2,705.60**

Credit quality of assets

Particulars	As at 31 March, 2026				As at 31 March , 2025			
	Stage 1 Collective	Stage 2 Collective	Stage 3 Collective	Total	Stage 1 Collective	Stage 2 Collective	Stage 3 Collective	Total
Internal rating grade								
Performing								
High grade	-	-	-		-	-	-	-
Standard grade	2,671.45	-	-	**2,671.45**	2,433.89	-	-	**2,433.89**
Sub-standard grade								
Past due but not impaired								
Non- performing								
Sub-standard grade	271.71	-	-	**271.71**	271.71	-	-	**271.71**
Total	**2,943.16**	**-**	**-**	**2,943.16**	**2,705.60**	**-**	**-**	**2,705.60**

5 Investments

Particulars	As at 31 March, 2026				As at 31 March , 2025			
	Amortised Cost	At Fair value Through profit or loss	Others (at cost)	Total	Amortised Cost	At Fair value Through profit or loss	Others (at cost)	Total
Unquoted investments at cost Equity Share Capital / Capital contribution in subsidiary*								
Total investments	-	-	-	-		-		-
Equitiy instruments: Quoted, fully paid up Investment In Shares *								
(i) Soni Soya Product Ltd	-	5.02		5.02	-	5.02	-	5.02
(ii) Narmada Macplast Drip Irrigation System Ltd.		189.78		189.78				
Total investments in Equity Shares		**194.80**		**194.80**		**5.02**		**5.02**
*Trading of Soni Soya Product Ltd is suspended therefore shares are valued at same value as of Previous Year . * Current investments are valued at cost or market price whichever is lower								
Gross Total			**194.80**					**5.02**
Investment in India			194.80					5.02
Investment outside India			-					-
Net gain /Loss as fair Value Charges								

6 Other financial Assets

(Rs. In Lacs)

Particulars	As at 31 March 2026	As at 31 March 2025
Prepaid Insurance	0.60	3.27
TDS Receivable	38.72	25.77
Other Receivable	-	41.30
Security Deposits	3.53	3.53
Less: Impairment loss allowance	-	-
Total	**42.85**	**73.87**

7 Deffered Tax Assets / Liability

Particulars	As at 31 March 2026	As at 31 March 2025
Deferred tax Assests		
Provisions	-	-
Ind AS impact	-	-
Unabsorbed capital losses	-	
Unabsorbed business losses	-	-
Unabsorbed depreciation	2.48	0.46
Fair value loss/ (gain) on investments and other assets		
Total	**2.48**	**0.46**
Deferred tax liabilities	-	-
Provisions	-	-
Ind AS impact		
Unabsorbed capital losses		
Unabsorbed business losses		
Unabsorbed depreciation	-	
Fair value loss/ (gain) on investments	-	-
and other assets		
Other adjustments		
Total	**-**	**-**
Net deferred tax assets/liabilities	**2.48**	**0.46**

The deferred tax has not calculated in accordance with the requirements of Ind AS 12.

8 Property , plant and equipment (Rs. In Lakhs)

Particulars	Vehicle	Computer	Office Equipment	Furniture &Fixture	Software	TOTAL
Gross block*						
As at April 01, 2024	**280.20**	**6.43**	**7.68**	**1.40**	**0.79**	**296.50**
Additions		3.00	2.07	0.18	5.60	**10.85**
Disposals	-	-		-	-	**-**
As at March 31, 2025	**280.20**	**9.43**	**9.75**	**1.58**	**6.39**	**307.35**
Additions	-					**-**
Disposals						**-**
As at March 31, 2026	**280.20**	**9.43**	**9.75**	**1.58**	**6.39**	**307.35**
Depreciation						
Upto April 01, 2024	**90.66**	**5.74**	**4.44**	**0.45**	**0.04**	**101.33**
Charge for the year	31.87	0.93	1.39	0.14	0.65	**34.98**
Disposals	-	-		-	-	**-**
As at March 31, 2025	**122.53**	**6.67**	**5.83**	**0.59**	**0.69**	**136.31**
Charge for the year	29.09	0.91	1.49	0.15	1.01	**32.65**
Disposals						**-**
As at March 31, 2026	**151.62**	**7.58**	**7.32**	**0.74**	**1.70**	**168.96**
Net carrying amount as at March 31, 2025	**157.67**	**2.76**	**3.92**	**0.99**	**5.70**	**171.04**
Net carrying amount as at March 31, 2026	**128.58**	**1.85**	**2.43**	**0.84**	**4.69**	**138.39**

9 Other Payables (Rs. In Lacs)

Particulars	As at 31, March 2026	As at 31, March 2025
(i) Total outstanding dues of micro enterprises and small enterprises		
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises:		
(a) Current Maturities of Long Term Debt		
(b) Other Current Liability		
(c) Creditors for Expenses	74.22	11.43
(d) Service Tax Payable	1.56	1.56
(e) Professional Tax Payable	0.57	0.44
(f) TDS Payables	3.35	2.13
(g) GST Payable	3.73	3.93
(h) Salary payble	37.29	22.70
(i) Unpaid Dividend	-	0.47
(j) Audit Fees Payable	0.34	1.15
	121.06	**43.82**

The details of amount outstanding to Micro, Small and Medium Enterprises defined under " Micro, Small and Medium Enterprises Development Act, 2006"

(as identified based on information available with the Company and relied upon by the Auditors is as under)

Principal amount due and remaining unpaid		
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-

Other payables ageing Year Ended 31.03.2026 (Rs. In Lakhs)

Particulars	Unbilled	Not Due for payment	Outstanding for following periods from due date of payment					
			Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 year	Total
(i) Undisputed Other payables – considered good	-	-	24.21	40.50	1.57	4.10	50.68	121.06
(ii) Undisputed Other payables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Other payables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Other payables– considered good	-	-	-	-	-	-	-	-
(v) Disputed Other payables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Other payables – credit impaired	-	-	-	-	-	-	-	-
Gross	**-**	**-**	**24.21**	**40.50**	**1.57**	**4.10**	**50.68**	**121.06**

Other payables ageing As at March 31, 2025

Particulars	Unbilled	Not Due for payment	Outstanding for following periods from due date of payment					
			Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 year	Total
(i) Undisputed Other payables – considered good	-	-	34.10	7.07	0.23	0.39	2.03	43.82
(ii) Undisputed Other payables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Other payables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Other payables– considered good	-	-	-	-	-	-	-	-
(v) Disputed Other payables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Other payables – credit impaired	-	-	-	-	-	-	-	-
Gross	**-**	**-**	**34.10**	**7.07**	**0.23**	**0.39**	**2.03**	**43.82**

10 Borrowings (other than debt securities)

Particulars	As at 31 March 2026	As at 31 March 2025
At FAIR VALUE THROUGH PROFIT AND LOSS		
Term Loan		
From Banks : Secured by way of hypothecation of a vehicle	187.51	217.70
From Banks : Unsecured	-	-
From financial institutions		
IFL Promoters Limited	24.65	24.65
From Related Party(Unsecured)		
Vijay Kothari(Director)*	512.73	518.56
Bank Overdraft	-	498.81
Total	**724.89**	**1,259.72**
Borrowings in India	724.89	1,259.72
Borrowings outside India		
Total	**724.89**	**1,259.72**

*Director has given consent for the interest free loan for the growth of the company
The director has undertaken that fund are infused into company from own funds.

Terms of repayment (Rs. In Lakhs)

Nature of Borrowing	Tenure (from the date of the Balance Sheet)	Rate of interest	Repayment details	Amount
Axis Bank Limited Auto Loan- Toyota fortuner	39 Months	14.70%	Monthly	44.47
Axis Bank Limited Auto Loan- Mercedes benz	45 Months	14.60%	Monthly	143.04
IFL Promoters Limited	12 Months	18%	Quarterly	24.65
Vijay Kothari(Director)*	12 Months	Interest Free	Quarterly	512.73

11 CURRENT TAX LIABILITY

Particulars	As at 31 March 2026	As at 31 March 2025
Provision for Income Tax (Net of advance Tax & TDS)	68.67	5.63
Total	**68.67**	**5.63**

12 Provisions

Particulars	As at 31 March 2026	As at 31 March 2025
For employee benefits	-	-
For others		
Provision on Standard Assets	9.70	4.77
Director Remuneration payable	21.38	15.65
Provision on Non Performing Assets	67.93	27.17
Provision for Income Tax	15.43	9.80
Total	**114.44**	**57.39**

13 Equity share capital

Particulars	As at 31 March 2026	As at 31 March 2025
Authorised:		
30,00,00,000 Equity Shares of Rs. 1/- each (Previous Year 18,00,00,000 Equity Shares of Rs. 1/- each)	3000.00	1,800.00
Issued share capital		
14,25,00,000 Equity Shares of Rs. 1 each fully paid up. (Previous Year 8,25,00,000 Equity Shares of Rs. 1 each fully paid up)	1,425.00	1,425.00
Subscribed share capital		
14,25,00,000 Equity Shares of Rs. 1 each fully paid up. (Previous Year 8,25,00,000 Equity Shares of Rs. 1 each fully paid up)	1,425.00	1,425.00
Paid up (fully paid up)		
14,25,00,000 Equity Shares of Rs. 1 each fully paid up. (Previous Year 8,25,00,000 Equity Shares of Rs. 1 each fully paid up)	1,425.00	1,425.00
Total Equity	**1,425.00**	**1,425.00**

During the financial year 25-26, the Members of the Company, at the 31st Annual General Meeting held on December 31, 2025, approved the increase in the Authorized Share Capital of the Company from Rs. 18,00,00,000/- (Rupees Eighteen Crore Only), divided into 18,00,00,000 Equity Shares of Re. 1/- each, to Rs. 30,00,00,000/- (Rupees Thirty Crore Only), divided into 30,00,00,000 Equity Shares of Re. 1/- each, by creating an additional 12,00,00,000 Equity Shares of Re. 1/- each.

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

(Rs. In Lakhs)

Particulars	As at 31.03.2026		As at 31.03.2025	
	No. of shares	Amount	No. of shares	Amount
Equity Shares at the beginning of the year	142,500,000	1,425.00	82,500,000	825.00
Add:changes during the year	-	-	60,000,000	600.00
Equity Shares at the end of the year	**142,500,000**	**1,425.00**	**142,500,000**	**1,425.00**

b. Details of shareholders holding more than 5% equity shares in the Company

Particulars	As at 31.03.2026		As at 31.03.2025	
	No. of shares	% holding	No. of shares	% holding
Vijay Kothari	37,925,522	26.61%	46,517,978	32.64%
Shilpa Kothari	26,059,814	18.29%	26,059,814	18.29%

c. Details of Shareholding of Promoter and Promoter group: Shares held by Promoter & Promoter Group

(Rs. In Lakhs)

S. No.	Promoter name	Year Ended 31.03.2026		As at 31.03.2025		% Change during the year
		No. of shares	% of total shares	No. of shares	% of total shares	
1	Vijay Kothari	37,925,522	26.61	46,517,978	32.64	6.03
2	Shilpa Kothari	26,059,814	18.29	26,059,814	18.29	0.00
3	Aryaman Kothari	3,958,666	2.78	39,45,8666	2.78	0.00

d. Terms/rights attached to equity shares:

The company has only one class of equity shares having a par value of Rs. 1 per share (31st March 2026: Rs. 1/- per share). Each holder of equity shares is entitled to one vote per share. The dividend, in case proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

14 Other Equity

(Rs. In Lakhs)

Particulars	Reserves and surplus			Other comprehensive income
	Securities premium	Retained Earnings	Reserve fund as per RBI Act (Statutory Reserve)	
Balance as at 31 March 2025	300	286.17	127.66	-
Profit after tax	-	197.46	-	-
Other comprehensive income				
Addition during the year				
	300	**483.63**	**127.66**	**-**
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		(39.49)	39.49	-
Share based payment to employees - for the year				
Received on allotment of shares to Trust for employees pursuant to ESOP scheme				
Transfer on allotment of shares to employees pursuant to ESOP scheme				
Transfer on cancellation of stock options				
Add: Premium on equity shares held in Trust for employees under the ESOP scheme as at 31 March 2025				
Less: Premium on equity shares held in Trust for employees under the ESOP scheme as at 31 March 2025				
Balance as at 31 March 2026	**300**	**444.14**	**167.15**	**-**

14.1 "Statutory Reserve :

"Statutory Reserve represents the Reserve Fund created under Section 45 IC of the Reserve Bank of India Act, 1934. An amount of Rs. 39.49 /-Lakhs representing 20% of Net Profit is transferred to the Fund for the year (Previous Year: Rs. 3.36 Lakhs/-). No appropriation was made from the Reserve Fund during the year."

(Rs. In Lakhs)

	Particulars	Year ended 31/03/2026	Year ended 31/03/2025
15	**INTEREST INCOME**		
	On Financial Assets measured at Amortised Cost	-	-
	On Financial Assets measured at fair value through OCI	-	-
	On financial assets measured at fair value through profit and loss		
	Financial Commission	-	-
	Interest on loan and advances to customers	507.84	228.32
	Interest on Gold Loans		0.56
	Interest income from investments	-	-
	Other interest income	-	-
	Total	**507.84**	**228.88**
16	**FEES AND COMMISSION INCOME**		
	Penalty on late Interest Received	0.00	0.50
	Processing Fees	0.30	2.50
	Administration charges	0.03	0.63
	Total	**0.33**	**3.63**
17	**OTHER INCOME**		
	Interest on Fixed Deposit	15.82	26.91
	Royalty Income	-	-
	Profit/(loss) on sale of investment	-	(1.50)
	Financial Consultancy	-	35.00
	Total	**15.82**	**60.41**
18	**FINANCE COST**		
	On Instruments measured at Amortised cost		
	Interest on borrowings	52.44	46.50
	Other borrowing costs	-	-
	Total	**52.44**	**46.50**
19	**EMPLOYEE BENEFIT EXPENSES**		
	Salary & Incentive	49.11	68.01
	Director Remuneration	10	14.25
	Total	**59.11**	**82.26**
20	**Depreciation, amortisation and impairment**		
	Depreciation of property, plant and equipment	32.65	34.98
	Amortisation of intangible assets	-	-
	Total	**32.65**	**34.98**

21 OTHER EXPENSES (Rs. In Lakhs)

Particulars	Year ended 31/03/2026	Year ended 31/03/2025
Right Issue Expense	(0.95)	39.33
Affiliation fees IIP MEPSC		0.29
Advertisement Expenses	0.85	3.9
Audit fee	0.75	0.68
Application in- Principle Preferential	0.60	-
Bank Charges	0.41	0.29
Consultancy Charges	6.09	7.78
Donation	0.30	
Foreign currency exchange	0.08	
Insurance Expenses	1.50	6.52
Interest and Penalty	10.03	2.48
Interest	0.77	
Interest on Income Tax	-	0.25
Licence Fees	0.03	0.06
Listing Fees	38.20	13.97
Loan Closure Charges	-	5.84
Loan Protection charges	2.73	-
Postages Expenses	0.26	0.60
Processing Fee on Car Loan	-	0.67
Professional Tax	-	0.03
Provision on Sub Standard Assets	40.75	0.12
Provision on Standard Assets	4.93	-
Repairs & Maintenance	0.24	0.45
ROC Filing Fees	0.07	0.16
Stamp Duty Charges	-	0.27
Stationery & Printing Expenses	0.41	0.95
Telephone Expenses	-	0.12
Travelling Expenses	-	0.13
Valuation Charges	0.50	0.30
Vehicle Running & Maintanace	1.72	5.85
Water Charges	0.02	0.02
Web expenses	0.06	0.24
Internet Expense	-	0.11
Legal Charges	-	0.36
Membership fees	-	0.34
Office Expenses	0.02	0.48
Office Maintainance expenses	0.48	0.45
Registration fees & Logo	-	0.03
Rent Expense		9.59
Security service charges	4.61	3.91
Staff Welfare		0.13
Demat Charges	0.01	0.01
Diesel Generator (DG) Rent	-	0.13
Document charges	-	0.03
Electricity expense	0.21	0.64
Round off	-	0.01
Total	**115.68**	**107.52**

* Excluding Service Tax/GST

	Particulars	Year ended 31/03/2026	Year ended 31/03/2025
21.1	**Details of Auditor's Remuneration**		
	Statutory Audit Fee*	0.75	0.75
	Tax Audit fee*	-	-
	Total	**0.75**	**0.75**
	* Excluding Service Tax/GST		
21.2	**Disclosure of Expenses exceeds 1% of Total Income**		
	Advertisement Expenses	3.90	3.90
	Consultancy Charges	6.09	7.78
	Right Issue Expense	(0.95)	39.33
	Listing Fees	38.20	13.97
	Insurance Expenses	1.50	6.52
	ROC Fees For Capital Increase	-	-
	Provision on Sub Standard Assets	-	-
	Loan Closure Charges	-	5.84
	Vehicle Running & Maintanace	1.72	5.85
	Rent Expense	-	9.59
	Security service charges	4.61	3.91
	Total	**55.07**	**96.69**

(Rs. In Lakhs)

	Particulars	For the Year ended March 2026	For the Year ended March 2025
22	**EARNINGS PER SHARE (EPS)**		
	i) Net Profit after tax attributable to Equity Shareholders (Rs.)	197.46	16.87
	ii) Weighted Average number of equity shares used as denominator for calculating EPS	1,425.00	1,425.00
	iii) Basic and Diluted Earnings per share	0.14	0.01
	iii) Nominal value of an equity share	1.00	1.00
23	Loans & Advances are subject to confirmation.		
24	During the year company has complied with the guidelines issued by the Reserve Bank of India in respect of prudential Norms for Income recognition and Provisioning for Non Performing Assets.		

25 Assets classification & Provision there on: - (Rs. In Lakhs)

Particulars	2025-26		2024-25	
	Classification	Provision	Classification	Amount
Standard Assets	2,671.45	9.70	2,433.89	4.77
Substandard Assets	271.71	67.93	271.71	27.17
Doubtful Assets				
Loss Assets -	-	-	-	
Total	**2,943.16**	**77.63**	**2,705.60**	**31.94**

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

27 Retirement Benefits: Indian Accounting Standard - 19 "Employees Benefits" not applicable

28 Contingent Liabilities: NIL

29 As per the definition of Business Segment and Geographical Segment contained in Indian Accounting Standard 108 “Segment Reporting”, the management is of the opinion that the Company’s operation comprise of operating in Primary and Secondary market and incidental activities thereto, there is neither more than one reportable business segment nor more than one reportable geographical segment, and, therefore, segment information as per Indian Accounting Standard 108 is not required to be disclosed.

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

31 In the opinion of the management, all current assets, loans and advances would be realizable at least an amount equal to the amount at which they are stated in the Balance Sheet. Also there is no impairment of fixed assets.

32 RELATED PARTY (As per Indian Accounting Standard 24 - "Related Party Disclosures")

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

Nature of Relationship	Name of the related party
KEY MANAGEMENT PERSONNEL (KMP)	Vijay Kothari (Chairman & Managing Director)
	Ms. Stuti Sinha (Company Secretary)
	Siddhant Sharma (Chief Financial officer)
	*Nitesh Gupta (Whole Time Director)

*Mr. Nitesh Gupta (DIN: 09248507) resigned as Whole-Time Director & Key Managerial Personnel of the company, with effect from the closure of business hours on 08th December, 2025.

(ii) Disclosure in Respect of Related Party Transactions during the year : **(Rs. In Lakhs)**

Particulars	Relationship	FY 25-26	FY 24-25
Remuneration Paid			
Vijay Kothari	KMP(CHAIRMAN &MD)	0.00	0.00
Stuti Sinha	KMP(CS)	10.80	10.20
Siddhant Sharma	KMP(CFO)	10.80	10.05
*Nitesh Gupta	KMP(WTD)	10.00	14.25
Total		**31.60**	**34.50**

(Rs. In Lakhs)

Unsecured Loan Outstanding	Relationship	As at 31st March 2026	As at 31st March 2025
Vijay Kothari	KMP(CHAIRMAN &MD)	512.72	518.56
TOTAL		**512.72**	**518.56**

During the year Transaction

Particulars	FY 25-26		FY 24-25	
	Loan Repaid during the year	Loan Taken during the year	Loan Repaid during the year	Loan Taken during the year
Vijay Kothari (KMP)	436.39	430.55	993.39	361.10

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

34 Leverage Ratio (Rs. In Lakhs)

	Particulars	As at March 2026	As at March 2025
i)	Total Debt	724.89	1,259.72
ii)	Total Equity	2,336.29	2,138.83
iii)	Leverage Ratio	0.31	0.59

Capital Adequacy Ratio-

"As per the Master Direction DNBR.PD.007/03.10.119/2016-17 dated September 01, 2016 issued by the Reserve Bank of India, the requirement of maintaining Capital to Risk Weighted Assets Ratio (“CRAR”) is applicable only to the NBFC- Systemically Important Non-Deposit taking (NDSI) and NBFC –Deposit Taking. Furthermore, as per the audited balance sheet as at 31st March 2026, the asset size of Viji Finance Limited is less than Rs. 500 crores, Therefore, the company falls under the category of Non-Systemically Important Non-Deposit Taking NBFC. Consequently, the capital adequacy norms issued by the RBI, specifically the requirement of maintaining Capital to Risk Weighted Assets Ratio (“CRAR”) by NBFCs, are not applicable to our company, as it is classified as a Non-Systemically Important Non-Deposit Taking NBFC."

35 Fair Value Measurement

I. Accounting classification and fair values

The following tables shows the carrying amount and fair values financial assets and financial liabilities, including their levels in the fair value hierarchy :

Particulars	Carrying Amount				Fair Value			
31-03-2026	**FVTPL**	**FVOCI**	**Amortised Cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial Assets								
Cash and cash equivalents	43.67	-	-	43.67	43.67	-	-	43.67
Loans	2,943.16	-	-	2,943.16	-	2,943.16	-	2,943.16
Investments	194.80	-	-	194.80	-	194.80	-	194.80
Other financial assets	42.85	-	-	42.85	-	42.85	-	42.85
Total Financial Assets				**3,224.48**				**3,224.48**
Financial Liabilities								
Borrowings	724.89	-	-	724.89	-	724.89	-	724.89
Other Payables	121.06	-	-	121.06	-	121.06	-	121.06
Total Financial Liabilities				**845.95**				**845.95**

Particulars	Carrying Amount				Fair Value			
31-03-2025	**FVTPL**	**FVOCI**	**Amortised Cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial Assets								
Cash and cash equivalents	549.40	-	-	549.40	549.40	-	-	549.40
Loans	2,705.60	-	-	2,705.60	-	2,705.60	-	2,705.60
Investments	5.02	-	-	5.02	-	5.02	-	5.02
Other financial assets	73.87	-	-	73.87	-	73.87	-	73.87
Total Financial Assets				**3,333.89**				**3,333.89**
Financial Liabilities								
Borrowings	1,259.72	-	-	1,259.72	-	1,259.72	-	1,259.72
Other Payables	43.82	-	-	43.82	-	43.82	-	43.82
Total Financial Liabilities				**1,303.54**				**1,303.54**

Level 1 : Category include financial assets and liabilities that are measured in whole or significantly part by reference to published quotes in an active market.

Level 2 : Category include financial assets and liabilities that are measured using a valuation technique based on assumptions that are supported by prices from observable current market transactions.

Level 3 : Category include financial assets and liabilities that are measured using valuation technique based on non-market observable inputs. This means that fair value are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

II. Financial instruments measured at fair value

Financial assets measured at fair value includes cash and cash equivalents, loans and other financial assets. These are financial assets whose carrying amounts approximate fair value .

Additionally , Financial liabilities such as trade payables, borrowings and other financial liabilities are measured at FVTPL, whose carrying amounts approximate fair value .

36 The company has a risk management framework,appropriate to the size of the Company and environment under which it operates. The objectives of its risk management framework is to ensure that various risks are identified, measured and mitigated and also that policies, procedures and standards are established to address these risks and ensure a systematic response in the case of crystallisation of such risks. The Board of Directors reviews these policies and processes regularly and is periodically informed about the risk management. Impact of risk on the business and mitigation plans . The Company is exposed to following risk -

A. Credit risk

Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligations. The Company manages and controls Credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties,and by monitoring exposures in relations to such limits.

The maximum exposure to credit risk for each class of financial instruments is the carring amount of that class of financial instruments presented in the financial statements. The Company's major classes of financial assets are cash and cash equivalents and loans.

Deposits with banks are considered to have negligible risk or nil risk, as they are maintained with high rated banks / financial institutions as approved by the Board of directors. The management has established accounts receivable policy under which customer accounts are regularly monitored.

B. Liquidity risk

Liquidity risk is the risk that the entity will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The entity's approach to managing liquidity is to ensure , as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due , under both normal and stressed conditions , without incurring unacceptable losses or risking damage to entity's reputation.

Prudent liquidity risk management requires sufficient cash and availability of funds through adequate committed credit facilities to meet obligations when due and to close out market positions.

Ultimate responsibility for liquidity risk management rests with the board of directors.for the management of the company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows , and by matching the maturity profiles of financial assets and liabilities.

The table below provide details regarding the contractual maturities of significants financial liabilities as of March 31,2026 **(Rs. In Lakhs)**

Particulars	**Carrying Amount**	**Less than 1Year**	**1-3 year Year**	**3-5 Year**	**More than 5Year**
Borrowings	724.89	537.38	131.38	56.13	-
Other Payables	121.06	121.06	-	-	-

The table below provide details regarding the contractual maturities of significants financial liabilities as of March 31.2025

Particulars	**Carrying Amount**	**Less than 1Year**	**1-3 year Year**	**3-5 Year**	**More than 5Year**
Borrowings	1,259.72	1,107.71	131.38	20.63	-
Other Payables	43.82	43.82	-	-	-

C. Market risk

Maket Risk is the risk that the fair value of future cash flow of financial instruments will fluctuate due to changes in market variables such as interest rates ,foreign exchange rates etc. The objective of market risk management is to manange and control market risk exposures within acceptable parameters, while maximising the return.

(i) Currency Risk

Currency Risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company's all transactions are denominated in indian rupees only. Hence, the Company is not significantly exposed to currency rate risk.

(ii) Interest Rate Risk

Interest Rate Risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate as result of changes in market interest rates. The Company's Loans and borrowings both are primarily in fixed interest rates. Hence the Company is not significantly exposed to interest rate risk.

37. Capital Management

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern , so that they can continue to provide return for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

38 Maturity Analysis of Assets and Liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled :

(Rs. In Lakhs)

Particulars	31-Mar-26			31-Mar-25		
	Within 12 month	After 12 month	Total	Within 12 month	After 12 month	Total
Assets						
Financial Assets						
Cash and cash equivalents	43.67	-	43.67	549.40	-	549.40
Loans	-	2,943.16	2,943.16	-	2,705.60	2,705.60
Investment	-	194.80	194.80	-	5.02	5.02
Other financial assets	-	42.85	42.85	-	73.87	73.87
Total			**3,224.48**			**3,333.89**
Non-Financial Assets						
Property, Plant and equipment	-	138.39	138.39	-	171.04	171.04
Deferred Tax assets	2.48	-	2.48	0.46	-	0.46
Total			**140.87**			**171.50**
Total Assets			**3,365.35**			**3,505.39**
Liabilities						
Financial Liabilities						
Borrowings	537.38	187.51	724.89	1,107.71	152.01	1,259.73
Payables	121.06	-	121.06	43.82	-	43.82
				-	-	
Total			**845.95**			**1,303.54**
Non-Financial Liabilities						
Current Tax Liabilities (net)	68.67	-	68.67	5.63	-	5.63
Provisions	114.44	-	114.44	57.39	-	57.39
Deferred tax liabilities	-		-			-
Total			**183.11**			**63.02**
Total Liabilities			**1,029.06**			**1,366.56**

39 Additional Regulatory Information as per Companies Act, 2013

1. The company does not own any immovable property
2. The company has not revalued its Property,Plant and Equipment.
3. There is no amount outstanding for loans or advances granted in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act 2013)
4. No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act 1988 (45 of 1988) and the rules made thereunder.
5. The company is not declared wilful defaulter by any bank or financial institution or other lender.
6. The company has not entered into transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
7. The company has not applied for any Scheme of Arrangements in term of sections 230 to 237 of the Companies Act, 2013.
8. (a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies),including foreign entities ("intermediaries"),with the understanding, whether recorded in writing or otherwise , that the intermediary shall, whether, directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries")or provide any guarantee , security or the like on behalf of the Ultimate Beneficiaeries.

   (b) No funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"),with the understanding ,whether recorded in writing or otherwise , that the company shall , whether , directly or indirectly. lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee , security or the like on behalf of the Ultimate Beneficiaeries.
9. The company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
10. Provisions of Section 135 of the Companies Act, 2013 does not apply to the Company as Company does not fall under any of the criteria specified under above referred section therefore Company has not constituted Corporate Social responsibility (CSR) committee as required under the Act.
11. All charges or satisfaction are registered with ROC within the statutory period for the financial years ended March 31, 2026 and March 31, 2025. No charges or satisfactions are yet to be registered with ROC beyond the statutory period.
12. There is no undisclosed income in the books of accounts.
13. The company has does not have any borrowing from Banks or FIs against security of current assets.
14. The Company has not used the borrowings from banks and financial institutions for the purpose other than for which it was taken.
15. The company does not hold any intangible assets and thus no revaluation is done.
16. The Company has granted the loans to three borrowers in the previous years in which Mr. Vijay Kothari (Director) was the guarantor in the personal capacity and in this year above three borrowers account are under NPA Category. Hence, Guarantor has paid these loans amount Rs. 145.47 Lac duirng the year .

40 (a) Additional disclosures as required by the Reserve Bank of India: Percentage of Loans granted against collateral of gold jewellery to total assets:

(Rs. In Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Total gold loans granted against collateral of gold jewellery		-
Total assets	3,365.35	3,505.39
Gold loan portfolio as percentage of total assets	0%	0.0%

(b) Additional disclosures as required by the Reserve Bank of India:
Details of the Auction conducted with respect to Gold Loan;

Year	Number of loan Accounts	Principal Amount outstanding at the dates of auction	Interest & other charges outstanding at the dates of auctions	Total (A+B)	Value fetched
31.03.2026	-	-	-	-	-
31.03.2025	8	4.22	1.53	5.75	5.75

41 The Comparison between provisions required under IRCAP and impairment allowances made under Ind-AS 109

(Rs. In Lakhs)

Asset Classification as per RBI Norms	Asset Classification As per Ind - AS 109	Gross Carrying amount as per Ind - AS	Loss allowances as required under Ind-AS 109	Net Carrying amount	Provisions required as per IRACP norms	Difference Between Ind AS & IRACP
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
Performing Assets						
Standard	Stage 1	2,671.45	-	2,671.45	9.70	-
Sub Total		**2,671.45**		**2,671.45**	**9.70**	
Non - Performing Assets						
Sub-Standard	Stage 2	271.71	-	271.71	67.93	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
- 1 to 3 Years	Stage 3	-	-	-	-	-
- More than 3 Years	Stage 3	-	-	-	-	-
Sub Total for Non - Performing Assets		**271.71**	**-**	**271.71**	**67.93**	**-**

42 Events after Reporting Date

There have been such events after the reporting date that required disclosure in these financial statements:

The Board of Directors, at its meeting held on March 24, 2026, approved (subject to shareholder approval at the EGM scheduled on April 23, 2026) the issuance and allotment of up to 12,75,00,000 warrants convertible into equivalent equity shares of face value Re.1/- each, at a price of Rs. 2.80/- per warrant, aggregating up to Rs. 35,70,00,000/-.

43 Approval of Financial Statements

- The Financial Statements are approved for issue by the Board of Directors in their meetings held on 06.05.2026
- During the financial year ended **March 31, 2025,** the Company raised **Rs. 900.00 Lakhs** through the Rights Issue in accordance with the objects stated in the **Letter of Offer dated May 9, 2024.** The entire proceeds of the Rights Issue have been fully utilized for the purposes and objects for which the funds were raised, as disclosed in the Letter of Offer. Accordingly, there has been no deviation or variation in the utilization of the issue of proceed from right issue.

44 Disclosures under Scale Based Regulation for NBFCs

A Disclosure of complaints

Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

No.		Particulars	31.03.2026	31.03.2025
		Complaints received by the NBFC from its Customers		
1		Number of complaints pending at beginning of the year	-	-
2		Number of complaints received during the year	-	-
3		Number of complaints Disposed during the year	-	-
	3.1	Of which , number of Complaint rejected by the NBFC	-	-
4		Number of complaints pending at end of the year	-	-
Maintainable complaints received by the NBFC from Office of Ombudsman				
5		Number of maintainable complaints received by the NBFC from Office of Ombudsman		
	5.1	Of 5 , number of complaints resolved in favour of the NBFC by Office of Ombudsman	-	-
	5.2	Of 5 , number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	-	-
	5.3	Of 5 , number of complaints resolved after passing of Awards by Office of Ombudsman againts the NBFC	-	-
6		Number of Awards unimpiemented within the stipulated time (other then those appealed)	-	-

B) Exposure to real estate sector

(Amount in ₹ Lakhs

Category	Year ended 31.03.2026	Year ended 31.03.2025
i) Direct exposure a) Residential Mortgages – Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits.	0	0
b) Commercial Real Estate –	381.99	284.23
Lending secured by mortgages on commercial real estate (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits.		
c) Investments in Mortgage-Backed Securities (MBS) and other securitized exposures –	0	0
i. Residential ii. Commercial Real Estate ii) Indirect Exposure Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies.	0	0
Total Exposure to Real Estate Sector	381.99	284.23

C) Exposure to capital market

Category	Year ended 31.03.2026	Year ended 31.03.2025
i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt	-	-
ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity oriented mutual funds	-	-
iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	-	-
iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances	-	-
v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers.	-	-
vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources	-	-
vii) Bridge loans to companies against expected equityflows / issues	-	-
viii) Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	-	-
ix) Financing to stockbrokers for margin trading	-	-
"x) All exposures to Alternative Investment Funds:(i) Category I (ii) Category II (iii) Category III "	-	-
Total exposure to capital market	-	-

D) Sectoral exposure

(Amount in ₹ Lakhs

Sectors	Year ended 31.03.2026			Year ended 31.03.2025		
	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1.Agriculture and Allied Activities	27.25	0	0	25	0	0
2. Industry						
i.Medium	604.38	0	0	36.83	48.42	131.47
ii	0	0	0	0	0	0
Other	0	0	0	0	0	0
Total of Industry (i+ii+…+Others)	604.38	0	0	36.83	0	0.00
3. Services						
i	1047.92	0	0	1250.36	0	0
ii	0	0	0	0	0	0
Other	0	0	0	0	0	0
Total of Services (i+ii+…+Others)	1047.92	0	0	1250.36	0	0
4. Personal Loans						
i	0	0	0	0	0	0
ii	0	0	0	0	0	0
Other		0	0	0	0	0
Total of Personal Loans (i+ii+…+Others)	0	0	0	0	0	0
5. Other, if any (please specify)	0	0	0	0	0	0
Business Loan	1263.61	271.72	21.50	1393.41	0	0.00
Gold Loan	0	0	0	0	0	0

E) Related Party Disclosure

Items \ Related Party	Parent (as per ownership or control		Subsidiaries		Associates/Joint Ventures		Key Management Personnels		Relatives of Key Management Personnels		Others		Total	
	Year ended 31.03.2026	Year ended 31.03.2025	Year ended 31.03.2026	Year ended 31.03.2025	Year ended 31.03.2026	Year ended 31.03.2025	Year ended 31.03.2026	Year ended 31.03.2025	Year ended 31.03.2026	Year ended 31.03.2025	Year ended 31.03.2026	Year ended 31.03.2025	Year ended 31.03.2026	Year ended 31.03.2025
Borrowings	-	-	-	-	-	-	512.72	518.56	-	-	-	-	512.72	518.56
Depsoits	-	-	-	-	-	-	-	-	-	-	-	-	-	0
Placement of Deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	0
Advances	-	-	-	-	-	-	-	-	-	-	-	-	-	0
Investments	-	-	-		-	-	-	-	-	-	-	-	-	0.00
Purchase of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	0
Sale of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	0
Interest Paid	-	-	-	-	-	-	-	-	-	-	-	-	-	0
Interest Received	-	-	-	-	-	-	-	-	-	-	-	-	-	0
Others-Remuneration	-	-	-	-	-	-	9.90	0		-	-	-	9.90	0

Note : % increase / decrease in the number of complaints is arrived by comparing each ground of complaints with corresponding ground of complaints from the previous year.

Disclosure of Customer Compalaints

(a) No.of complaints pending at the beginning of the year --

(b) No.of complaints received during the year --

(c) No.of complaints redressed during the year --

(d) No.of complaints pending at the end of the year --

As per our report of even date attached
For DHARMENDRA K AGARWAL & Co
Chartered Accountants

CA Dharmendra Agarwal
Partner
Membership No. 402138
FRN: 025525C
UDIN- 26402138TPNNSD9902
Date: 06th May 2026
Place: Indore

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

Ashish Verma
Director
DIN : 07665222

Vijay Kothari
Chairman & Managing Director
DIN : 00172878

Stuti Sinha
Company Secretary
Membership No. A42371

Siddhant Sharma
Chief Financial Officer

Date: 06th May 2026
Place: Indore

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