

| <b>MSEI Symbol</b>              |                      |
|---------------------------------|----------------------|
| Scrip code                      | 537820               |
| NSE Symbol                      | VIJIFIN              |
| MSEI Symbol                     |                      |
| ISIN                            | INE159N01027         |
| Name of the entity              | VIJI FINANCE LIMITED |
| Date of start of financial year | 01-04-2017           |
| Date of end of financial year   | 31-03-2018           |
| Reporting Quarter               | Yearly               |
| Date of Report                  | 31-03-2018           |
| Risk management committee       | Not Applicable       |

| Annexure I   |                 |                      |            |          |  |                         |                         |   |                   |                                |  |  |  |                             |                             |
|--|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|--|--|--|-----------------------------|-----------------------------|
| Annexure I to be submitted by listed entity on quarterly basis                       |                 |                      |            |          |  |                         |                         |   |                   |                                |  |  |  |                             |                             |
| I. Composition of Board of Directors   |                 |                      |            |          |  |                         |                         |   |                   |                                |  |  |  |                             |                             |
| Disclosure of notes on composition of board of directors explanatory                 |                 |                      |            |          |  |                         |                         |   |                   |                                |  |  |  |                             |                             |
| Is there any change in information of board of directors compare to previous quarter |                 |                      |            |          |  |                         |                         |   |                   |                                |  | Yes  |  |                             |                             |
| Sr   | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
| 1  | Mr              | VIJAY KOTHARI        | ACVPK1947R | 00172878 | Non-Executive - Non Independent Director | Chairperson             |                         | 12-10-1994                              |                   |                                | 1  | 0  | 0  |                             |                             |
| 2  | Mr              | MANISH TAMBHI        | ACVPT1165C | 00172883 | Executive Director                       | Not Applicable          |                         | 10-06-2013                              |                   |                                | 1  | 0  | 0  |                             |                             |
| 3  | Mr              | SURESH SINGH JAIN    | ADEPJ3005H | 03584190 | Non-Executive - Independent Director     | Not Applicable          |                         | 01-04-2014                              |                   | 60                             | 1  | 2  | 2  |                             |                             |
| 4  | Mr              | HIREN KAMDAR         | ADUPK5450H | 03584178 | Non-Executive - Independent Director     | Not Applicable          |                         | 01-04-2014                              |                   | 60                             | 1  | 2  | 0  |                             |                             |

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---|-------------------|--------------------------------|--|--|--|-----------------------------|-----------------------------|
| 5  | Mrs             | JUHEE VERMA          | AFCPV0454J | 07691682 | Non-Executive - Independent Director | Not Applicable          |                         | 31-01-2018                              |                   | 60                             | 1  | 2  | 0  |                             |                             |
| 6  | Mrs             | ROSHANI MAHESHWARI   | AQKPM9502B | 06872862 | Non-Executive - Independent Director | Not Applicable          |                         | 23-05-2014                              | 31-01-2018        | 60                             | 1  | 2  | 0  |                             |                             |

| <b>Annexure 1</b>  |     |
|--|-----|
| <b>II. Composition of Committees</b>   |     |
| Disclosure of notes on composition of committees explanatory                 |     |
| Is there any change in information of committees compare to previous quarter | Yes |

| <b>Audit Committee Details</b> |            |                           |                                      |                         |         |
|--------------------------------|------------|---------------------------|--------------------------------------|-------------------------|---------|
| Sr                             | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Remarks |
| 1                              | 03584190   | SURESH SINGH JAIN         | Non-Executive - Independent Director | Chairperson             |         |
| 2                              | 03584178   | HIREN KAMDAR              | Non-Executive - Independent Director | Member                  |         |
| 3                              | 07691682   | JUHEE VERMA               | Non-Executive - Independent Director | Member                  |         |

| <b>Nomination and remuneration committee</b> |            |                           |                                      |                         |         |
|--|------------|---------------------------|--------------------------------------|-------------------------|---------|
| Sr   | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Remarks |
| 1  | 03584190   | SURESH SINGH JAIN         | Non-Executive - Independent Director | Chairperson             |         |
| 2  | 03584178   | HIREN KAMDAR              | Non-Executive - Independent Director | Member                  |         |
| 3  | 07691682   | JUHEE VERMA               | Non-Executive - Independent Director | Member                  |         |

| <b>Stakeholders Relationship Committee</b> |            |                           |                                      |                         |         |
|--|------------|---------------------------|--------------------------------------|-------------------------|---------|
| Sr   | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Remarks |
| 1  | 03584190   | SURESH SINGH JAIN         | Non-Executive - Independent Director | Chairperson             |         |
| 2  | 03584178   | HIREN KAMDAR              | Non-Executive - Independent Director | Member                  |         |
| 3  | 07691682   | JUHEE VERMA               | Non-Executive - Independent Director | Member                  |         |

| <b>Risk Management Committee</b> |            |                           |                         |                         |         |
|----------------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr                               | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |



| <b>Corporate Social Responsibility Committee</b> |            |                           |                         |                         |         |
|--|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr   | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| <b>Other Committee</b> |            |                           |                         |                         |                         |         |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr                     | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

| <b>Annexure 1</b>  |   |  |   |
|--|---|--|---|
| <b>Annexure 1</b>  |   |  |   |
| <b>III. Meeting of Board of Directors</b>                        |   |  |   |
| Disclosure of notes on meeting of board of directors explanatory |   |  |   |
| Sr   | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
| 1  | 14-11-2017  |  |   |
| 2  |   | 31-01-2018   | 77  |

| Annexure 1   |                                       |   |  |                           |   |  |                         |
|--|---------------------------------------|---|--|---------------------------|---|--|-------------------------|
| IV. Meeting of Committees                                |                                       |   |  |                           |   |  |                         |
| Disclosure of notes on meeting of committees explanatory |                                       |   |  |                           |   |  |                         |
| Sr   | Name of Committee                     | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
| 1  | Audit Committee                       | 31-01-2018  | Yes  | 3                         | 14-11-2017  | 77   |                         |
| 2  | Nomination and remuneration committee | 31-01-2018  | Yes  | 3                         | 14-11-2017  | 77   |                         |
| 3  | Stakeholders Relationship Committee   | 31-01-2018  | Yes  | 3                         | 14-11-2017  | 77   |                         |

| <b>Annexure 1</b>  |  |                                  |  |
|--|--|----------------------------------|--|
| <b>V. Related Party Transactions</b>                           |  |                                  |  |
| Sr   | Subject  | Compliance status<br>(Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1  | Whether prior approval of audit committee obtained   | Yes                              |  |
| 2  | Whether shareholder approval obtained for material RPT   | Yes                              |  |
| 3  | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                              |  |
| Disclosure of notes on related party transactions              |  |                                  | Textual Information(1)   |
| Disclosure of notes of material transaction with related party |  |                                  | Textual Information(2)   |

| <b>Text Block</b>      |  |
|------------------------|--|
| Textual Information(1) | All related party transactions are in the ordinary course of business and at arm's length basis.   |
| Textual Information(2) | Following material Related party transactions entered between 1st April 2017 to 31st March, 2018 : |
|                        | Unsecured loan taken from Mr. Vijay kothari , Director RS.2,66,13,000/                             |
|                        | Loan repaid to Mr. Vijay Kothari , Director RS. 2,46,36,436/                                       |

| <b>Annexure 1</b>       |  |                               |
|-------------------------|--|-------------------------------|
| <b>VI. Affirmations</b> |  |                               |
| Sr                      | Subject  | Compliance status<br>(Yes/No) |
| 1                       | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  | Yes                           |
| 2                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee  | Yes                           |
| 3                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                           |
| 4                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                           |
| 5                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA                            |
| 6                       | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                              | Yes                           |
| 7                       | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                  | Yes                           |
| 8                       | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | Yes                           |
| 9                       | Any comments/observations/advice of Board of Directors may be mentioned here:  | Textual Information<br>(1)    |

| <b>Annexure 1</b> |                   |   |
|-------------------|-------------------|---|
| <b>Sr</b>         | <b>Subject</b>    | <b>Compliance status</b>                |
| 1                 | Name of signatory | STUTI SINHA                             |
| 2                 | Designation       | Company Secretary and Compliance Office |



**Text Block**

Textual Information(1)

The Company does not fall under the category of Top 100 Listed Companies. Therefore the Company is not required to constitute Risk Management Committee.

| <b>Annexure II</b>   |   |                                  |  |   |
|--|---|----------------------------------|--|---|
| <b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b> |   |                                  |  |   |
| <b>I. Disclosure on website in terms of Listing Regulations</b>  |   |                                  |  |   |
| Sr   | Item  | Compliance status<br>(Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address   |
| 1  | Details of business   | Yes                              |  | <a href="http://vijifinance.com/">http://vijifinance.com/</a> |
| 2  | Terms and conditions of appointment of independent directors            | Yes                              |  | <a href="http://vijifinance.com/">http://vijifinance.com/</a> |
| 3  | Composition of various committees of board of directors                 | Yes                              |  | <a href="http://vijifinance.com/">http://vijifinance.com/</a> |
| 4  | Code of conduct of board of directors and senior management personnel   | Yes                              |  | <a href="http://vijifinance.com/">http://vijifinance.com/</a> |
| 5  | Details of establishment of vigil mechanism/ Whistle Blower policy      | Yes                              |  | <a href="http://vijifinance.com/">http://vijifinance.com/</a> |
| 6  | Criteria of making payments to non-executive directors                  | Yes                              |  | <a href="http://vijifinance.com/">http://vijifinance.com/</a> |
| 7  | Policy on dealing with related party transactions                       | Yes                              |  | <a href="http://vijifinance.com/">http://vijifinance.com/</a> |
| 8  | Policy for determining 'material' subsidiaries                          | Yes                              |  | <a href="http://vijifinance.com/">http://vijifinance.com/</a> |
| 9  | Details of familiarization programmes imparted to independent directors | Yes                              |  | <a href="http://vijifinance.com/">http://vijifinance.com/</a> |

| <b>Annexure II</b>   |   |                               |  |   |
|--|---|-------------------------------|--|---|
| <b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b> |   |                               |  |   |
| <b>I. Disclosure on website in terms of Listing Regulations</b>  |   |                               |  |   |
| Sr   | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address   |
| 10   | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes                           |  | <a href="http://vijifinance.com/">http://vijifinance.com/</a> |
| 11   | email address for grievance redressal and other relevant details  | Yes                           |  | <a href="http://vijifinance.com/">http://vijifinance.com/</a> |
| 12   | Financial results   | Yes                           |  | <a href="http://vijifinance.com/">http://vijifinance.com/</a> |
| 13   | Shareholding pattern  | Yes                           |  | <a href="http://vijifinance.com/">http://vijifinance.com/</a> |
| 14   | Details of agreements entered into with the media companies and/or their associates   | NA                            |  |   |
| 15   | New name and the old name of the listed entity  | Yes                           |  | <a href="http://vijifinance.com/">http://vijifinance.com/</a> |

| <b>Annexure II</b>             |   |                   |                               |  |
|--------------------------------|---|-------------------|-------------------------------|--|
| <b>II. Annual Affirmations</b> |   |                   |                               |  |
| Sr                             | Particulars   | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1                              | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25 (6) | Yes                           |  |
| 2                              | Board composition   | 17(1)             | Yes                           |  |
| 3                              | Meeting of Board of directors   | 17(2)             | Yes                           |  |
| 4                              | Review of Compliance Reports  | 17(3)             | Yes                           |  |
| 5                              | Plans for orderly succession for appointments   | 17(4)             | Yes                           |  |
| 6                              | Code of Conduct   | 17(5)             | Yes                           |  |
| 7                              | Fees/compensation   | 17(6)             | Yes                           |  |
| 8                              | Minimum Information   | 17(7)             | Yes                           |  |
| 9                              | Compliance Certificate  | 17(8)             | Yes                           |  |
| 10                             | Risk Assessment & Management  | 17(9)             | Yes                           |  |

| <b>Annexure II</b>             |   |                         |                               |  |
|--------------------------------|---|-------------------------|-------------------------------|--|
| <b>II. Annual Affirmations</b> |   |                         |                               |  |
| Sr                             | Particulars   | Regulation Number       | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 11                             | Performance Evaluation of Independent Directors                                 | 17(10)                  | Yes                           |  |
| 12                             | Composition of Audit Committee  | 18(1)                   | Yes                           |  |
| 13                             | Meeting of Audit Committee  | 18(2)                   | Yes                           |  |
| 14                             | Composition of nomination & remuneration committee                              | 19(1) & (2)             | Yes                           |  |
| 15                             | Composition of Stakeholder Relationship Committee                               | 20(1) & (2)             | Yes                           |  |
| 16                             | Composition and role of risk management committee                               | 21(1),(2),(3),(4)       | NA                            |  |
| 17                             | Vigil Mechanism   | 22                      | Yes                           |  |
| 18                             | Policy for related party Transaction  | 23(1),(5),(6),(7) & (8) | Yes                           |  |
| 19                             | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3)              | Yes                           |  |
| 20                             | Approval for material related party transactions                                | 23(4)                   | Yes                           |  |

| <b>Annexure II</b>             |   |                          |                               |  |
|--------------------------------|---|--------------------------|-------------------------------|--|
| <b>II. Annual Affirmations</b> |   |                          |                               |  |
| Sr                             | Particulars   | Regulation Number        | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 21                             | Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                    | NA                            |  |
| 22                             | Other Corporate Governance requirements with respect to subsidiary of listed entity                               | 24(2),(3),(4), (5) & (6) | Yes                           |  |
| 23                             | Maximum Directorship & Tenure   | 25(1) & (2)              | Yes                           |  |
| 24                             | Meeting of independent directors  | 25(3) & (4)              | Yes                           |  |
| 25                             | Familiarization of independent directors  | 25(7)                    | Yes                           |  |
| 26                             | Memberships in Committees   | 26(1)                    | Yes                           |  |
| 27                             | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3)                    | Yes                           |  |
| 28                             | Disclosure of Shareholding by Non-Executive Directors   | 26(4)                    | Yes                           |  |
| 29                             | Policy with respect to Obligations of directors and senior management   | 26(2) & 26(5)            | Yes                           |  |
|                                | Any other information to be provided - Add Notes  |                          |                               |  |

| <b>Annexure II</b> |                   |  |
|--------------------|-------------------|--|
| 1                  | Name of signatory |  |
| 2                  | Designation       |  |

| <b>Annexure II</b>       |  |  |
|--------------------------|--|--|
| <b>III. Affirmations</b> |  |  |
| <b>Sr</b>                | <b>Particulars</b>   | <b>Compliance status<br/>(Yes/No/NA)</b> |
| 1                        | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | Yes                                      |
|                          | Any other information to be provided   | Textual Information(1)                   |



| <b>Text Block</b>      |   |
|------------------------|---|
| Textual Information(1) | The Company has policy for material subsidiary but company does not have any material subsidiary company . However company having two subsidiary Company. |

| <b>Annexure II</b> |                   |   |
|--------------------|-------------------|---|
| 1                  | Name of signatory | STUTI SINHA                             |
| 2                  | Designation       | Company Secretary and Compliance Office |

| <b>Signatory Details</b> |   |
|--------------------------|---|
| Name of signatory        | STUTI SINHA                             |
| Designation of person    | Company Secretary and Compliance Office |
| Place                    | INDORE                                  |
| Date                     | 14-04-2018                              |

