



Our Company was originally incorporated as 'Panjon Finance Limited' at Gwalior, Madhya Pradesh on October 12, 1994 as a Public Limited Company, under the Companies Act, 1956 pursuant to the Certificate of Incorporation issued by the Registrar of Companies, Madhya Pradesh Gwalior. Thereafter our Company obtained a Certificate of Commencement on November 09, 1994 issued by the Registrar of Companies, Madhya Pradesh Gwalior. Subsequently, the name of our Company was changed to Viji Finance Limited vide Shareholders Resolution dated September 11, 2012 pursuant to which fresh Certificate of Incorporation dated September 12, 2012 was issued by Registrar of Companies, Madhya Pradesh Gwalior. The Corporate Identification Number of our Company is L65192MP1994PLC008715. Our Company is registered under section 45-IA of the Reserve Bank of India Act, 1934 to commence/carry on the business as a Non-Systemically Important Non-Deposit taking Non-Banking Finance Companies (NSI-ND-NBFC), Loan Company. The registration number is B-03.00080 vide the Certificate of Registration dated December 18, 2012. For details of changes in the name and registered office of our Company, refer chapter titled "General Information" on page 37 of this Draft Letter of Offer.

Registered Office: 11/2, Usha Ganj Jaora Compound Indore, Madhya Pradesh 452001, India;
Telephone No. +91 7898493969; Fax; N.A.;

Contact Person: Ms. Stuti Sinha; Company Secretary and Compliance Officer

E-mail: info@vijifinance.com ; **Website:** www.vijifinance.com

Corporate Identification Number: L65192MP1994PLC008715

OUR PROMOTERS: MR. VIJAY KOTHARI AND MS. SHILPA KOTHARI

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF VIJI FINANCE LIMITED (OUR "COMPANY" OR "THE ISSUER") ONLY

ISSUE OF UP TO [●] FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH OF OUR COMPANY (THE "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹[●] PER RIGHTS EQUITY SHARE AGGREGATING UP TO ₹ 900.00 LAKHS ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] RIGHTS EQUITY SHARES FOR EVERY [●] FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS AS ON THE RECORD DATE, THAT IS ON [●] ("RECORD DATE") (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 105 OF THIS DRAFT LETTER OF OFFER.

**Assuming full subscription with respect to Rights Equity Shares*

WILFUL DEFAULTERS OR FRAUDULENT BORROWER

Neither our Company, nor our Promoters or Directors are categorised as wilful defaulters or fraudulent borrowers by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the Reserve Bank of India.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Rights Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Letter of Offer. Specific attention of the investors is invited to the section titled "Risk Factors" on page 20 of this Draft Letter of Offer.

OUR COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and this Issue, which is material in the context of this Issue, that the information contained in this Draft Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

LISTING

The existing Equity Shares are listed on BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited ("BSE/NSE/CSE/"Stock Exchanges"). Our Company has received 'in-principle' approvals from the BSE, NSE and CSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letter dated [●], [●] and [●] respectively. Our Company will also make applications to the Stock Exchanges to obtain trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is BSE Limited.

REGISTRAR TO THE ISSUE



CAMEO CORPORATE SERVICES LIMITED

Subramanian Building, No.1, Club House Road, Chennai 600 002

Contact Person: Ms. K. Sreepriya; Tel No.: 04440020700/28460390

E-mail: rights@cameoindia.com; Investor grievance e-mail: investor@cameoindia.com; Website: www.cameoindia.com

SEBI Registration Number: INR000003753

ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON**
[●]	[●]	[●]

* Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

** Our Board or the Rights Issue Committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

(This page has intentionally been left blank)

TABLE OF CONTENTS

SECTION I – GENERAL.....	1
DEFINITIONS AND ABBREVIATIONS	1
NOTICE TO INVESTORS	10
CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND CURRENCY OF PRESENTATION	12
FORWARD – LOOKING STATEMENTS	14
SUMMARY OF DRAFT LETTER OF OFFER	16
SECTION II – RISK FACTORS	20
SECTION III: INTRODUCTION.....	36
THE ISSUE.....	36
GENERAL INFORMATION.....	37
CAPITAL STRUCTURE	42
OBJECTS OF THE ISSUE	44
STATEMENT OF POSSIBLE TAX BENEFITS	47
SECTION IV – ABOUT THE COMPANY	51
INDUSTRY OVERVIEW	51
OUR BUSINESS	57
OUR MANAGEMENT.....	61
OUR PROMOTERS.....	69
RELATED PARTY TRANSACTIONS	70
DIVIDEND POLICY.....	71
SECTION V – FINANCIAL INFORMATION	72
RESTATED FINANCIAL INFORMATION	72
ACCOUNTING RATIOS AND CAPITALISATION STATEMENT	73
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	75
FINANCIAL INDEBTEDNESS	89
MARKET PRICE INFORMATION	90
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS	93
OTHER REGULATORY AND STATUTORY DISCLOSURES.....	99
GOVERNMENT AND OTHER STATUTORY APPROVALS	104
SECTION VII – ISSUE INFORMATION.....	105
TERMS OF THE ISSUE	105
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES	131
RESTRICTIONS ON PURCHASES AND REALES	132
SECTION VIII: OTHER INFORMATION	141
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION.....	141
DECLARATION	143

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification will be deemed to include all amendments, supplements, re-enactments and modifications thereto from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time thereunder. The words and expressions used but not defined in this Draft Letter of Offer will have the same meaning as assigned to such terms under the Companies Act, the SEBI Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder, as applicable.

The following list of capitalised terms used in this Draft Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.

The Terms used in “Summary of Draft Letter of Offer”, “Restated Financial Statements”, “Statement of Tax Benefits”, “Outstanding Litigations and Material Developments” and “Terms of the Issue” on pages 16, 72, 47, 93 and 105 respectively of this Draft Letter of Offer, shall, unless indicated otherwise, have the meanings ascribed to such terms in the respective sections.

General Terms

Term	Description
“Viji Finance Limited”, “Company”, “Our Company”, “the Company”,	Viji Finance Limited, a public limited company incorporated under the provisions of the Companies Act, 1956, as amended from time to time and having its Registered Office at 11/2, Usha Ganj Jaora Compound, Indore, Madhya Pradesh 452001, India.
“We”, “Our”, “Us”, or “our Group”	Unless the context otherwise requires, indicates or implies or unless otherwise specified, Our Company. as applicable, as at and during the relevant Financial Year.

Company Related Terms

Term	Description
Articles of Association” or “Articles	Articles of Association of our Company, as amended from time to time
Audit Committee	The Committee of Board of Directors constituted as our Company’s Audit Committee in accordance with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and section 177 of the Companies Act, 2013
Auditors or Statutory Auditors	The statutory auditors of our Company, namely, Shyam Nagori & Company, Chartered Accountants;
Board of Directors, or Board or our Board	The Board of Directors of our Company or any duly constituted committee thereof.
Chairman and Managing Director	The Chairman and Managing Director of our Company, Mr. Vijay Kothari;
Director(s)	The director(s) on our Board, as disclosed in “Our Management” on page 61 of this Draft Letter of Offer
Equity Shares	Equity shares of face value of ₹ 1 each of our Company
Chief Financial Officer	Mr. Siddhant Sharma, the Chief Financial Officer of our Company
Company Secretary and Compliance Officer	Ms. Stuti Sinha, the Company Secretary and Compliance Officer of our Company
Group Companies	Group companies of our Company as determined in terms of Regulation 2(1)(t) of SEBI ICDR Regulations
Independent Directors	An Independent Director appointed as per the Companies Act, 2013 and the SEBI Listing Regulations. For details of the Independent Directors, see “Our Management” beginning on page 61 of this Draft Letter of Offer

Term	Description
Key Managerial Personnel or KMP	Key Managerial Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, as disclosed in “Our Management” on page 61 of this Draft Letter of Offer.
Material Subsidiaries	None
Memorandum of Association	Memorandum of Association of our Company, as amended from time to time
“Non-Executive Director(s)”	A Director, not being an Executive Director of our Company.
Nomination and Remuneration Committee	The committee of the Board of Directors reconstituted as our Company’s Nomination and Remuneration Committee in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.
Promoters	The promoter of our Company, being, Mr. Vijay Kothari and Ms. Shilpa Kothari
Promoter Group	Unless the context requires otherwise, the promoter group of our Company as determined in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations
Registered Office	Registered office of our Company is situated at 11/2, Usha Ganj Jaora Compound, Indore, Madhya Pradesh 452001, India.
Rights Issue Committee	The Rights issue committee of our Board constituted through the resolution of the Board dated February 12, 2024.
Restated Financial Statements	Our restated Consolidated Ind AS summary statement of assets and liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021 and restated Ind AS summary statement of profit and loss, restated Ind AS summary statement of changes in equity and restated Ind AS summary statement of cash flows for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 together with the annexures, notes and other explanatory information thereon, derived from the annual audited financial statements as at and for year ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with Ind AS and restated in accordance with Section 26 of Part 1 of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by the ICAI.
Subsidiaries	Subsidiaries of our Company as defined under the Companies Act, 2013 and the applicable Accounting Standards. Our company has made disinvestment in Viji Housing Finance Limited vide Share Purchase Agreement dated January 10, 2024 & ceases to be our subsidiary company as the date of Draft Letter of Offer
Shareholders or “Equity Shareholders	The holders of the Equity Shares from time to time
Stakeholders Relationship Committee	The committee of the Board of Directors constituted as our Company’s Stakeholders Relationship Committee in accordance with Regulation 20 of the SEBI Listing Regulations and Section 178 of Companies Act, 2013.
Unaudited Financial Results	The limited review of unaudited financial results of our Company for nine months period ended December 31, 2023

Issue Related Terms

Term	Description
Abridged Letter of Offer or ALOF	The Abridged Letter of Offer to be sent to the Eligible Equity Shareholders of our Company with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act
Additional Rights Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement
Allotment or Allot or Allotted	Allotment of Rights Equity Shares pursuant to the Issue
Allotment Account	The account opened with the Banker(s) to the Issue, into which the Application Money lying credit to the escrow account and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act
Allotment Account Bank(s)	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, [●]
Allotment Advice	The note or advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Rights Equity Shares pursuant to the Issue

Term	Description
Allotment Date	Date on which the Allotment is made pursuant to the Issue
Allottee(s)	Person(s) to whom the Rights Equity Shares are Allotted pursuant to the Issue
Applicant(s) or Investor(s)	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to make an application for the Rights Equity Shares pursuant to the Issue in terms of the Letter of Offer, including an ASBA Investor
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch(es) of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price
Application Form	Unless the context otherwise requires, an application form used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue
Application Supported by Blocked Amount or ASBA	Application (whether physical or electronic) used by Applicant(s) to make an application authorising the SCSB to block the Application Money in a specified bank account maintained with the SCSB
ASBA Account	An account maintained with SCSBs and as specified in the Application Form or plain paper Application, as the case may be, by the Applicant for blocking the amount mentioned in the Application Form or in the plain paper Application
ASBA Applicant/ ASBA Investors	Eligible Equity Shareholders who make an application to subscribe to the Issue through ASBA process
ASBA Circulars	Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 and SEBI circular bearing reference number SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022 and any other circular issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard
Banker(s) to the Issue	Collectively, Escrow Collection Bank, Allotment Account Bank and the Refund Bank, in this case being [●]
Banker(s) to the Issue Agreement	Agreement to be entered into by and among our Company, the Registrar to the Issue and the Banker(s) to the Issue for collection of the Application Money from Applicants/Investors, transfer of funds to the Allotment Account and where applicable, refunds of the amounts collected from Applicants/Investors, on the terms and conditions thereof
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange in this Issue, as described in “Terms of the Issue” on page 105 of this Draft Letter of Offer.
Controlling Branches / Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Registrar to the Issue and the Stock Exchanges, a list of which is available on SEBI updated from time to time, or at such other website(s) as may be prescribed by the SEBI from time to time.
Demographic Details	Details of Investors including the Investor’s address, PAN, DP ID, Client ID, bank account details and occupation, where applicable.
Designated Branch(es)	Such branches of the SCSBs which shall collect the Applications, as the case may be, used by the ASBA Investors and a list of which is available on the website of SEBI and/or such other website(s) as may be prescribed by the SEBI from time to time
Designated Stock Exchange	BSE Limited
Draft Letter of Offer/DLoF/DLOF	This Draft Letter of Offer dated [●] filed with the Stock Exchanges, for its observations and in-principle approval.
Eligible Equity Shareholder(s)	Existing Equity Shareholders as at the Record Date. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders. For further details, please see “Notice to Investors” on page 10 of this Draft Letter of offer
Equity Shareholder(s) or Shareholders	Holder(s) of the Equity Shares of our Company

Term	Description
Escrow Collection Bank	Bank(s) which are clearing members and registered with SEBI as banker to an issue and with whom the escrow account will be opened, in this case being, [●]
FPIs	Foreign portfolio investors as defined under the SEBI FPI Regulations
Fraudulent Borrower	Fraudulent Borrower(s) as defined under Regulations 2(1)(III) of the SEBI ICDR Regulations
Issue or Rights Issue	This issue of up to [●] fully paid-up Equity Shares of face value of ₹1/- each of our Company for cash at a price of ₹[●] (including a premium of ₹[●] per Rights Equity Share) aggregating up to ₹900 Lakhs* on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of [●] Rights Equity Share for every [●] fully paid-up Equity Shares held by the Eligible Equity Shareholders on the Record Date. <i>*Assuming full subscription respect to Rights Equity Shares</i>
Issue Closing Date	[●]
Issue Materials	Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and any other material relating to the Issue
Issue Opening Date	[●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/Investors can submit their Application, in accordance with the SEBI ICDR Regulations.
Issue Price	₹[●] per Equity Share
Issue Proceeds	The gross proceeds raised through the Issue
Issue Size	The issue of up to [●] Rights Equity Shares aggregating up to ₹ 900 Lakhs* <i>*Assuming full subscription with respect to Rights Equity Shares</i>
Letter of Offer	The Letter of Offer dated [●] to be filed with the Stock Exchange and SEBI
Listing Agreement	The listing agreements entered into between our Company and the Stock Exchange in terms of the SEBI Listing Regulations
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder/Renouncee in respect of the Rights Entitlement available in their demat account. However supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlements will not be treated as multiple application.
Net Proceeds	Issue Proceeds less the Issue related expenses. For further details, please see “Objects of the Issue” on page 44 of this Draft Letter of Offer
Non-ASBA Investor	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process
Non-Institutional Investors	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations
Off Market Renunciation	The renouncement of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars, circulars issued by the Depositories from time to time and other applicable laws
On Market Renunciation	The renouncement of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a registered stock broker in accordance with the SEBI Rights Issue Circulars, circulars issued by the Stock Exchange from time to time and other applicable laws, on or before [●]
Payment Schedule	Payment schedule under which 100% of the Issue Price is payable on Application, i.e. ₹ [●] per Rights Equity Share
Qualified Institutional Buyers or QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Record Date	Designated date for the purpose of determining the Equity Shareholders eligible to apply for Rights Equity Shares in the Issue, being [●], [●]
Refund Bank	The Bankers to the Issue with whom the refund account will be opened, in this case being [●]
Registrar Agreement	Agreement dated February 17, 2024 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue
Registrar to the Company	Ankit Consultancy Private Limited
Registrar to the Issue	Cameo Corporate Services Limited

Term	Description
Renouncee(s)	Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders on renunciation
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●] in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date
Rights Entitlement(s)	Number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, in this case being [●] Rights Equity Shares for every [●] Equity Shares held by an Eligible Equity Shareholder
Rights Equity Shares	Equity Shares to be Allotted pursuant to this Issue
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The Rights Entitlements are also accessible on the website of our Company.
SCSB(s)	Self-certified syndicate banks registered with SEBI, which acts as a banker to the Issue and which offers the facility of ASBA. A list of all SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
Stock Exchanges	Stock exchanges where the Equity Shares are presently listed, being BSE Limited, National Stock Exchange of India Limited, The Calcutta Stock Exchange Limited
Transfer Date	The date on which the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalisation of the Basis of Allotment, in consultation with the Designated Stock Exchange
Wilful Defaulter	Company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by RBI
Working Days	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on the Stock Exchanges, working day means all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI

Industry Related Terms

Term/Abbreviation	Description/ Full Form
AFC	Asset Finance Company
CIC-ND-SI	Systemically Important Core Investment Company
CRAR / Capital to risk weighted assets	The ratio measures a bank's financial stability by measuring its available capital as a percentage of its risk-weighted credit exposure
Commercial Banks	A bank that offers services to the general public and to companies
DFIs	Development Finance Institutions
Gross non-performing assets / GNPA	Gross non-performing loans are the sum of all the loans that have been defaulted by the individuals who have acquired loans from the financial institution.
IBC	Insolvency and Bankruptcy Code
IC	Investment Company
IFC	Infrastructure Finance Company
Insurance Companies	A financial intermediary which offer direct insurance or reinsurance services, providing financial protection from possible hazards in the future
LC	Loan Company
MGC	Mortgage Guarantee Companies
MSMEs	Micro, Small and Medium Enterprises

Term/Abbreviation	Description/ Full Form
MUDRA or Micro Units Development and Refinance Agency	MUDRA is a public sector financial institution in India. It provides loans at low rates to micro-finance institutions and non-banking financial institutions which then provide credit to MSMEs
Mutual Funds	A mutual fund is a Company that brings together money from many people and invests it in stocks, bonds or other assets
NBFCs or Non-Banking Finance Companies	The entities that provide certain bank-like financial services but do not hold a banking license. NBFCs are not subject to the banking regulations and oversight by federal and state authorities adhered to by traditional banks
NOFHC	NBFC- Non-Operative Financial Holding Company
NSI-ND-NBFC	Non-Systemically Important Non-Deposit taking Non-Banking Finance Companies
Net Owned Fund	Net Owned Funds means the aggregate of paid-up equity share capital and free reserves as reduced by accumulated losses and intangible assets
Pension Funds	A fund from which pensions are paid, accumulated from contributions from employers, employees, or both.
Private Sector Banks or PVBs	Private sector banks are those in which private individuals or private corporations own a significant portion of the bank's equity
Public Sector Banks or PSBs	A public bank is a bank, a financial institution, in which a state, municipality, or public actors are the owners. It is an enterprise under government control
RBI	The Reserve Bank of India
Return on Assets or ROA	The term return on assets (ROA) refers to a financial ratio that indicates how profitable a Company is in relation to its total assets
Return on Equity or ROE	It is a measure of financial performance calculated by dividing net income by shareholders' equity
SCBs	Scheduled Commercial Banks

Conventional and General Terms or Abbreviations

Term/Abbreviation	Description/ Full Form
₹ or Rs. or Rupees or INR	Indian Rupee
Adjusted Loans and Advances	Adjustment in the nature of addition to the loans and advances made in relation to certain loans which are treated as investments under Ind AS, but considered as loans by our Company
Adjusted EBITDA	Adjusted earnings before interest, taxes, depreciation, and amortisation
AIF(s)	Alternative Investment Fund, as defined and registered with SEBI under the SEBI AIF Regulations
AS or Accounting Standards	Accounting standards issued by the ICAI
BSE	BSE Limited
CAGR	Compounded annual growth rate
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category II FPIs	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
CBDT	Central Board of Direct Taxes, Government of India
CDSL	Central Depository Services (India) Limited
Central Government	Central Government of India
CERSAI	Central Registry of Securitisation Asset Reconstruction and Security Interest
CIBIL	Credit Information Bureau (India) Limited
CIN	Corporate Identity Number
Civil Code	The Code of Civil Procedure, 1908
Client ID	The client identification number maintained with one of the Depositories in relation to the demat account

Term/Abbreviation	Description/ Full Form
Companies Act or Companies Act, 2013	The Companies Act, 2013, read with the rules, regulations, clarifications and modifications notified thereunder
Companies Act 1956	The Companies Act, 1956, read with the rules, regulations, clarifications and modifications notified thereunder
Depositories Act	Depositories Act, 1996
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DP / Depository Participant	Depository participant as defined under the Depositories Act
DP ID	Depository Participant Identity
DPIIT	The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), Government of India
EBIT	Earnings before interest and taxes
EBITDA	Earnings before interest, taxes, depreciation, and amortisation
EGM	Extraordinary general meeting
EPF	Employees' Provident Fund
EPFO	Employees' Provident Fund Organisation
EPS	Earnings Per Share
EUR	Euro
FCNR Account	Foreign Currency Non-Resident (Bank) Account
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year / Fiscal Year / FY	Period of 12 months ending March 31 of that particular year
FDI Policy	Consolidated Foreign Direct Investment Policy notified by DPIIT through notification dated October 28, 2020 issued by DPIIT, effective from October 15, 2020
FIR	First Information Report
FPI	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors registered under the SEBI FVCI Regulations
GAAR	General Anti-Avoidance Rules
GAAP	Generally Accepted Accounting Principles in India
Gazette	Official Gazette of India
GDP	Gross Domestic Product
GIR	General Index Register
GOI	Government of India
Government	Central Government and/ or the State Government, as applicable
GST	The Goods and Services Tax
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
IEPF	Investor Education and Protection Fund
IFRS	International Financial Reporting Standards
Income-tax Act	The Income Tax Act, 1961
Ind AS	Indian Accounting Standards as specified under section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015
India	Republic of India
ISIN	International Securities Identification Number
IST	Indian Standard Time
IT	Information Technology
KYC	Know Your Customer
MCA	Ministry of Corporate Affairs, Government of India
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House
NAV	Net Asset Value per Equity Share at a particular date computed based on total equity divided by number of Equity Shares

Term/Abbreviation	Description/ Full Form
Net Worth	The aggregate value of the equity share capital, other equity and non-controlling interests
NEFT	National Electronic Fund Transfer
NPCI	National Payments Corporation of India
NR	Non-resident or person(s) resident outside India, as defined under the FEMA
NRE	Non- Residential External
NRE Account	Non-resident external account
NRI	A person resident outside India, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NRO	Non- Resident Ordinary
NRO Account	Non-resident ordinary account
NSDL	National Securities Depository Limited
OCBs or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in this Issue
OCI	Overseas Citizen of India
p.a.	Per annum
P/E Ratio	Price to Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PMLA	The Prevention of Money Laundering Act, 2002
Regulation S	Regulation S under the United States Securities Act of 1933, as amended
RoC	Registrar of Companies, West Bengal at Kolkata
ROE	Return on Equity
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	The Securities Contracts (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Rights Issue Circulars	SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 and SEBI circular bearing reference number SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022 and any other circular issued by SEBI in this regard
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as repealed and replaced by the SEBI AIF Regulations
Securities Act	The United States Securities Act of 1933
Stamp Act	The Indian Stamp Act, 1899

Term/Abbreviation	Description/ Full Form
STT	Securities Transaction Tax
State Government	Government of a State of India
TAN	Tax deduction account number
TDS	Tax deductible at source
Trademarks Act	Trade Marks Act, 1999
USD	United States Dollar
U.S./USA/United States	United States of America, its territories or possessions, any state of the United States, and the District of Columbia
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations
w.e.f.	With Effect From
Year/Calendar Year	Unless context otherwise requires, shall refer to the twelve-month period ending December 31

NOTICE TO INVESTORS

The distribution of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter (collectively “**Issue Material**”) and the issue of Rights Entitlement and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Issue Material may come are required to inform themselves about and observe such restrictions.

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch through email and will send / dispatch the Issue Material only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. Further, the Letter of Offer will be provided, through email and sent / dispatched, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access the Issue Material from the websites of the Registrar to the Issue, our Company and the Stock Exchange. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue Materials. Our Company and the Registrar to the Issue will not be liable for non-dispatch of physical copies of Issue Materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, in the event the Issue Materials have been sent to the registered email addresses of such Eligible Equity Shareholders

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Material or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Issue Material will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Issue Material must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Issue Material should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Issue Material to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Issue Material is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Issue Material.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar to the Issue or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form. Neither the delivery of this Draft Letter of Offer nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company’s affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer or the date of such information.

Neither the delivery of the Issue Material nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company’s affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of the Issue Material or the date of such information.

THE CONTENTS OF THIS DRAFT LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER RIGHTS OF EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT ITS OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF EQUITY SHARES. IN ADDITION, OUR COMPANY IS NOT MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN

INVESTMENT IN THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof (“**United States**”), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Issue Material should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and the Issue Material will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certification set out in the Application Form to the effect that the subscriber is authorised to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Rights Entitlements may not be transferred or sold to any person in the United States.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR TO THE ISSUE. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND CURRENCY OF PRESENTATION

Certain Conventions

All references to “India” contained in this Draft Letter of Offer are to the Republic of India and its territories and possessions and all references herein to the “Government”, “Indian Government”, “GoI”, Central Government” or the “State Government” are to the Government of India, central or state, as applicable.

Unless otherwise specified or the context otherwise requires, all references in this Draft Letter of Offer to the ‘US’ or ‘U.S.’ or the ‘United States’ are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Letter of Offer is in Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Letter of Offer are to a calendar year.

A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable.

Unless stated otherwise, all references to page numbers in this Draft Letter of Offer are to the page numbers of this Draft Letter of Offer.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Letter of Offer have been derived from our Restated Financial Statements. For details, please see “*Restated Financial Information*” on page 72 of this Draft Letter of Offer. Our Company’s financial year commences on April 1 and ends on March 31 of the following calendar year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ending on March 31 of the following calendar year.

The GoI has adopted the Ind AS, which are converged with the IFRS and notified under Section 133 of the Companies Act, 2013 read with the Ind AS Rules. The Restated Financial Statements of our Company for the Financial Years ended March 2021, March 2022 and March 2023 and the unaudited limited reviewed results for nine months period ended December 31, 2023 have been prepared in accordance with Ind AS read with the Ind AS Rules and other relevant provisions of the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (revised), 2019, issued by the ICAI. Our Company publishes its financial statements in Indian Rupees.

In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off and unless otherwise specified all financial numbers in parenthesis represent negative figures. Our Company has presented all numerical information in the Financial Statements in “Lakhs” and in this Draft Letter of Offer in “Lakh” units or in whole numbers where the numbers have been too small to represent in Lakh. One Lakh represents 1,00,000 and one million represents 10,00,000.

There are significant differences between Ind AS, US GAAP and IFRS. We have not provided a reconciliation of the financial information to IFRS or US GAAP. Our Company has not attempted to also explain those differences or quantify their impact on the financial data included in this Draft Letter of Offer, and you are urged to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Draft Letter of Offer should accordingly be limited. For further information, see “*Restated Financial Information*” on page 72 of this Draft Letter of Offer.

Certain figures contained in this Draft Letter of Offer, including financial information, have been subject to rounding off adjustments. All figures in decimals (including percentages) have been rounded off to one or two decimals. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Letter of Offer rounded-off to such number of decimal points as provided in such respective sources. In this Draft Letter of Offer, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii)

the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Currency and Units of Presentation

All references to:

- “Rupees” or “₹” or “INR” or “Rs.” or “Re.” are to Indian Rupee, the official currency of the Republic of India;
- “USD” or “US\$” or “\$” are to United States Dollar, the official currency of the United States of America; and
- “Euro” or “€” are to Euro, the official currency of the European Union.

Our Company has presented certain numerical information in this Draft Letter of Offer in “Lakh” or “Lac” units or in whole numbers. One Lakh represents 1,00,000 and one million represents 10,00,000. All the numbers in the document have been presented in Lakh or in whole numbers where the numbers have been too small to present in Lakh. Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operation*” and elsewhere in this Draft Letter of Offer, unless otherwise indicated, have been calculated based on our Restated Financial Information.

Exchange Rates

This Draft Letter of Offer contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Currency	December 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
1 USD	83.11	82.22	75.81	73.50
1 Euro	92.00	89.61	84.66	86.10

(Source: www.rbi.org.in and www.fbil.org.in)

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Letter of Offer has been obtained or derived from publicly available information as well as industry publications and sources.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable, but their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although we believe the industry and market data used in this Draft Letter of Offer is reliable, it has not been independently verified by us. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors*” on page 20 of this Draft Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

The extent to which the market and industry data used in this Draft letter of Offer is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

FORWARD – LOOKING STATEMENTS

This Draft Letter of Offer contains certain “forward-looking statements”. Forward looking statements appear throughout this Draft Letter of Offer, including, without limitation, under the chapters titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Industry Overview*”. Forward-looking statements include statements concerning our Company’s plans, objectives, goals, strategies, future events, future revenues or financial performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, our Company’s competitive strengths and weaknesses, our Company’s business strategy and the trends our Company anticipates in the industries and the political and legal environment, and geographical locations, in which our Company operates, and other information that is not historical information. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “continue”, “can”, “could”, “expect”, “estimate”, “intend”, “likely”, “may”, “objective”, “plan”, “potential”, “project”, “pursue”, “shall”, “seek to”, “will”, “will continue”, “will pursue”, “forecast”, “target”, or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

All statements regarding our Company’s expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our Company’s business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Draft Letter of Offer that are not historical facts. These forward-looking statements contained in this Draft Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, the competition in our industry and markets, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations and taxes, incidence of natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

- adverse effect of competition on our market share and profits;
- changes in technology and our ability to manage any disruption or failure of our technology systems;
- our ability to:
 - manage our growth effectively;
 - manage our credit risk;
 - manage our quality of services;
 - hire and retain senior management personnel and other skilled manpower;
 - manage cost of compliance with labor laws or other regulatory developments;
 - manage our operating costs;
 - successfully implement our business strategies and expansion plans;
 - maintain effective internal controls;
- changes in general, political, social and economic conditions in India and elsewhere;
- general levels of GDP growth, and growth in employment and personal disposable income; and
- economic uncertainties, fiscal crises or instability in India.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on pages 20, 57 and 75 respectively, of this Draft Letter of Offer. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Letter of Offer and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, nor our Directors, our Promoters, the Syndicate Member(s) or any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company will ensure that investors are informed of material developments from the date of this Draft Letter of Offer until the time of receipt of the listing and trading permissions from the Stock Exchanges.

SUMMARY OF DRAFT LETTER OF OFFER

The following is a general summary of certain disclosures and terms of the Issue included in this Draft Letter of Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to the prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Letter of Offer, including “*Risk Factors*”, “*Objects of the Issue*”, “*Our Business*” and “*Outstanding Litigation and Defaults*” on pages 20, 44, 57, and 93, respectively.

SUMMARY OF INDUSTRY

NBFCs encompass a heterogeneous group of intermediaries and provide a whole range of financial services. Though heterogeneous, NBFCs can be broadly classified into three categories, viz., asset finance companies (such as equipment leasing and hire purchase), loan companies and investment companies. A separate category of NBFCs, called the residuary non-banking companies (RNBCs), also exists as it has not been categorised into any one of the above referred three categories. Besides, there are miscellaneous non-banking companies (Chit Fund), mutual benefit financial companies (Nidhis and unnotified Nidhis) and housing finance companies.

For further details, please refer to the chapter titled “Industry Overview” at page 51.

PRIMARY BUSINESS OF OUR COMPANY

We are a NBFC not accepting Public Deposits bearing certificate of registration No: B.03.00080 issued by the Reserve Bank of India (“RBI”) on December 18, 2012. We are a Non-Banking Financial Company (NBFC), registered with Reserve Bank of India and categorised as ‘Non-Systemically Important Non-Deposit taking Non-Banking Financial Company (‘NSI-ND-NBFC’), Loan Company. We are in the business of providing financial services to its customers engaged in corporate finance, retail loan, gold loan, personal loan and fulfilling the financial requirements in various sections of the society.

For further details, please refer to the chapter titled “Our Business” at page 57

OUR PROMOTERS

The Promoters of our Company are Mr. Vijay Kothari and Ms. Shilpa Kothari.

OBJECTS OF THE ISSUE

Our Company intends to utilise the Net Proceeds from the Issue towards funding of the following objects:

Particulars	Estimated amount (up to) (₹ Lakhs)
To augment the capital base and to provide for our fund requirements for increasing our operational scale with respect to our NBFC activities	825.00
General corporate purposes*	●
Total Net Proceeds	●

* The amount utilised for general corporate purpose shall not exceed 25% of the Gross Proceeds

For further details, please see “*Objects of the Issue*” on page 44 of this Draft Letter of Offer.

INTENTION AND EXTENT OF PARTICIPATION BY OUR PROMOTERS

Pursuant to letter dated January 10, 2024 our Promoters have confirmed that they shall (i) subscribe, to the full extent of their Rights Entitlements and shall not renounce them in favour of third parties.

Further, they reserve the right to apply for, and subscribe to, additional Rights Equity Shares, including subscribing to the unsubscribed portion (if any), subject to compliance with the minimum public shareholding requirement as prescribed under the SCRR and the SEBI Listing Regulations.

The ex-rights price of the Equity Shares offered pursuant to this Issue and in compliance with the valuation formula set out in Regulation 10(4)(b)(ii) of the Takeover Regulations is ₹[●] per Equity Share.

Summary of Restated Financial Information

Following are the details as per the Restated Financial Information as at and for the Financial Years ended on March 31, 2023, March 31, 2022 and March 31, 2021 and Unaudited Limited Reviewed Results for the nine – months period ended December 31, 2023:

(₹ in lakhs)

S. No.	Particulars	Unaudited Limited Review	Restated Consolidated Financial		
		December 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
1.	Authorized Share Capital	1,800.00	1,100.00	1,100.00	1,100.00
2.	Paid-up Capital	825.00	825.00	825.00	825.00
3.	Net Worth attributable to Equity Shareholders [#]	1,218.38	1,203.74	1,160.44	1,116.41
4.	Total Revenue [§]	137.58	208.96	127.10	94.44
5.	Profit / (Loss) after tax	14.82	43.30	44.03	44.66
6.	Earnings per Share (basic & diluted) (in ₹) [@]	0.02	0.05	0.05	0.05
7.	Net Asset Value per Equity Share (in ₹) [*]	1.48	1.46	1.41	1.35
8.	Total Borrowings [^]	1,145.91	919.52	467.53	355.15

[#]Net worth= Paid up share capital plus reserves and surplus less miscellaneous expenditure to the extent not written off

[§]Total Revenue = Restated Revenue from operations plus Restated Other Income

[@]Earnings per share (Basic & diluted) = Restated profit after tax for the period divided by Restated weighted average number of Equity Shares outstanding during the period

^{*}Net Asset Value per Equity Share = Restated Net worth / No. of equity shares

[^]Total Borrowings = Restated Long-Term Borrowings Plus Restated Short-Term Borrowings

For further details, please refer the section titled “Restated Financial Information” on page 72 of this Draft Letter of Offer.

SUMMARY OF OUTSTANDING LITIGATIONS

A summary of the pending tax proceedings and other material litigations involving our Company, our Promoter, our Directors and our Group Companies is provided below:

Sr. No.	Nature & Type of Proceedings	No of cases	Amount In Rs.
I	Litigation involving our Company		
A.	Proceedings involving criminal liability on our Company	NIL	NIL
B.	Proceedings involving material violations of statutory regulations by our Company	NIL	NIL
C.	Matters involving economic offences where proceedings have been initiated against our Company	NIL	NIL
D.	Other proceedings involving our Company which involve an amount which is material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	NIL	NIL
II	Litigation involving our Promoters		

A.	Proceedings involving criminal liability/contingent asset on our Promoters	2	67,18,725/-
B.	Proceedings involving material violations of statutory regulations by our Promoters	NIL	NIL
C.	Matters involving economic offences where proceedings have been initiated against our Promoters	NIL	NIL
D.	Other proceedings involving our Company which involve an amount which is material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Promoters	NIL	NIL
III	Litigation involving our Directors	NIL	NIL
A.	Proceedings involving criminal liability/contingent asset on our Directors	2	67,18,725/-
B.	Proceedings involving material violations of statutory regulations by our Directors		
C.	Matters involving economic offences where proceedings have been initiated against our Directors	NIL	NIL
D.	Other proceedings involving our Company which involve an amount which is material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Directors	NIL	NIL

**To the extent quantifiable*

Details of the Income Tax demand as on date of this draft Letter of offer

a) Income Tax Demand for Our Company :

AY	Name of Assessee	Proceeding status /date of demand raised	Outstanding demand Amount in Rs.	Interest In Rs.
2021	VIJI FINANCE LIMITED	17-SEP-2022	16,85,400	2,52,810
2014	VIJI FINANCE LIMITED	17-Feb-2017	6,63,290	2,01,370
2018	VIJI FINANCE LIMITED	20-Nov-2019	5,21,420	NA
2020	VIJI FINANCE LIMITED	24-Dec-2021	2,04,480	NA-
2014	VIJI FINANCE LIMITED	17-Feb-2017	8,22,130	NA

b) Income Tax Demand against Our Promoters :

AY	Name of Assessee	Proceeding status /date of demand raised	Outstanding demand Amount in Rs.	Interest In Rs.
2015	Shilpa Kothari	24-Dec-2017	5,90,690	22,218
2021	Shilpa Kothari	14-Sep-2022	6,31,210	94,680
2008	Shilpa Kothari	30-Dec-2017	28,441	-
2020	Shilpa Kothari	11-Feb-2021	5,70,410	1,88,232
2014	Shilpa Kothari	30-Dec-2017	9,02,170	-

AY	Name of Assessee	Proceeding status /date of demand raised	Outstanding demand Amount in Rs.	Interest In Rs.
2019	Vijay Kothari	04-May-2020	9,32,350	-
2014	Vijay Kothari	30-Dec-2017	60,43,520	37,46,970
2015	Vijay Kothari	22-Dec-2017	1,35,388	6,46,500
2020	Vijay Kothari	29-March-2021	12,56,970	4,14,777
2015	Vijay Kothari	10-Feb-2018	550	-
2021	Vijay Kothari	09-Jul-2022	2,45,510	41,735

c) Income Tax Demand against Our Director :

AY	Name of Assessee	Proceeding status /date of demand raised	Outstanding demand Amount in Rs.	Interest In Rs.
2019	Vijay Kothari	04-May-2020	9,32,350	-
2014	Vijay Kothari	30-Dec-2017	60,43,520	37,46,970
2015	Vijay Kothari	22-Dec-2017	1,35,388	6,46,500
2020	Vijay Kothari	29-March-2021	12,56,970	4,14,777
2015	Vijay Kothari	10-Feb-2018	550	-
2021	Vijay Kothari	09-Jul-2022	2,45,510	41,735

For further details, please see “*Outstanding Litigation and Material Developments*” on page 93.

RISK FACTORS

For details, please see “*Risk Factors*” on page 20. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue.

SUMMARY OF CONTINGENT LIABILITIES

There are no contingent liabilities as at the end of March 31, 2023.

SUMMARY OF RELATED PARTY TRANSACTIONS

For details regarding our related party transactions as per Ind AS 24 entered into by our Company in Fiscal 2023, please see “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations—Related party transactions*” on pages 72 and 75 respectively.

ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR

Our Company has not issued Equity Shares for consideration other than cash during the period of one year preceding the date of this Draft Letter of Offer.

SPLIT OR CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

There has been no split or consolidation of equity shares in the last one year preceding the date of this Draft Letter of Offer.

SECTION II – RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Letter of Offer, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination and the terms of the Issue including the merits and risks involved. The risks described below are not the only ones relevant to us, our Equity Shares, the industry or the segment in which we operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise or may become material in the future and may also impair our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and as prospective investors, you may lose all or part of your investment. You should consult your tax, financial and legal advisors about particular consequences to you of an investment in this Issue. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.

To obtain a complete understanding, you should read this section in conjunction with the sections “Industry Overview”, “Our Business” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 51, 57 and 75 respectively. The industry-related information disclosed in this section has been derived from publicly available documents from various sources believed to be reliable, but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Neither our Company, nor any other person connected with the Issue, has independently verified the information in the industry report or other publicly available information cited in this section.

This Draft Letter of Offer also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and, in the section titled “Forward-Looking Statements” on page 14.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, the financial information of our Company has been derived from the Restated Financial Information, prepared in accordance with Ind AS and the Companies Act and restated in accordance with the SEBI ICDR Regulations.

Materiality:

The Risk Factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality of Risk Factors:

- *Some events may not be material individually but may be found material collectively;*
- *Some events may have material impact qualitatively instead of quantitatively; and*
- *Some events may not be material at present but may have a material impact in future.*

The financial and other related implications of risks concerned, wherever quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.

In this Draft Letter of Offer, any discrepancies in any table between total and sums of the amount listed are due to rounding off.

INTERNAL RISK FACTORS

1. ***We, as an NBFC have to adhere to several regulatory norms prescribed by RBI from time to time. Any non-compliance with such norms or any adverse change in the norms could negatively affect our Company’s operations, business, financial condition and the trading price of Equity Shares.***

NBFCs in India are subject to strict regulation and supervision by the RBI. We require certain approvals, licenses, registrations and permissions for operating our business. Such approvals, licenses, registrations and permissions

must be maintained / renewed over time and we may have to comply with certain conditions in relation to these approvals. Moreover, the applicable requirements may change from time to time. We are required to obtain and maintain a license for carrying on business as an NBFC. If we fail to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, our business may be adversely affected. RBI has the authority to change these norms/ criteria as and when required. Inability to meet the prescribed norms/ criteria, can adversely affect the operations and profitability of our Company.

2. *Our inability to recover the full value of collateral, or amounts outstanding under defaulted loans in a timely manner, or at all, could adversely affect our business, results of operations, cash flows and financial condition*

Our company specializes in providing financial services to corporate entities and individuals, comprising of corporate finance, retail loans, gold loans and personal loans.

At the time of disbursement of Gold Loan, our portfolio is secured by collateral. However, the value of the collateral on the loans disbursed by us may decline due to adverse market conditions, including an economic downturn. Any failure to recover the expected value of collateral could have a direct impact on our business and expose us to losses and, in turn, result in a material adverse effect on our business, results of operations, cash flows and financial condition.

3. *Any disruption in our sources of funding or increase in costs of funding could adversely affect our liquidity and financial condition.*

The liquidity and profitability of our business majorly depend on our timely access to, and the costs associated with, raising funds. Our business thus depends and will continue to depend on our ability to access a variety of funding sources. Further, our ability to compete effectively will depend, in part, on our ability to maintain or increase our margins. Our margins are affected in part by our ability to continue to secure low-cost funding at rates lower than the interest rates at which we lend to our customers. Our ability to raise funds on acceptable terms and at competitive rates depends on various factors including our current and future results of operations and financial condition, global and local macroeconomic conditions and the effect of events such as a pandemic, our risk management policies, the shareholding of Promoter in our Company, our brand equity, the regulatory environment and policy initiatives in India and developments in the international markets affecting the Indian economy. If we are unable to access funds at an effective cost that is comparable to or lower than that of our competitors, our net interest margins, income, and market share may be adversely affected.

Certain regulatory developments including the restrictions imposed on NBFCs by the RBI through a Master Circular – Bank Finance to Non- Banking Financial Companies dated July 1, 2015 (the “Master Circular”) may restrict our ability to obtain bank financing for specific activities. Pursuant to the Master Circular, the RBI has imposed certain restrictions on banks providing financing to NBFCs. Under this Master Circular, certain activities by NBFCs are ineligible for financing by banks, including certain types of discounting and rediscounting of bills, current and long term investments in shares, debentures, loans and advances by NBFCs to their subsidiaries and group companies, lending by NBFCs to individuals for subscribing to public offerings and purchasing shares from the secondary market, unsecured loans, inter-corporate deposits provided by NBFCs, and subscription to shares or debentures by NBFCs. In addition, the Master Circular prohibits:

- banks from granting bridge loans of any nature, provide interim finance against capital or debenture issues or in the form of loans of a temporary nature pending the raising of long-term funds from the market by way of capital, deposits, or other means to any category of NBFCs;
- banks from accepting shares and debentures as collateral for secured loans granted to NBFCs; and
- banks from executing guarantees covering inter-Company deposits or loans that guarantee refund of deposits or loans accepted by NBFCs. The Master Circular also requires that guarantees not be issued by banks for the purpose of indirectly enabling the placement of deposits with NBFCs.

Changes in economic, regulatory and financial conditions or any lack of liquidity in the market could adversely affect our ability to access funds at competitive rates, or at all, which could adversely affect our liquidity and financial condition.

4. *We are affected by volatility in interest rates for both our lending and fund raisings operations, which could cause our net interest income to decline and adversely affect our results of operations and profitability.*

A significant component of our revenue is the interest on term loans and other financing activity (net of reversal) we receive from the loans we disburse as given below:

Particulars	Unaudited, reviewed	Restated Consolidated Financial Statements		
	December 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Total Income (In ₹ Lakhs)	137.58	208.96	127.10	94.44
Interest Income (In ₹ Lakhs)	137.58	208.28	121.63	92.04
Percentage of Total Income (in %)	100	99.67	95.70	97.46

Our net interest margins are affected by any volatility in interest rates in our lending operations. Interest rates are highly sensitive to many factors beyond our control, including competition from other banks and NBFCs, the monetary policies of the RBI, deregulation of the financial sector in India, domestic and international economic and political conditions and other factors, which have historically generated a relatively high degree of volatility in interest rates in India. Persistently high inflation in India may discourage the Government from implementing policies that would cause interest rates to decrease. Moreover, if there is an increase in the interest rates, we pay on our borrowings that we are unable to pass to our customers, we may find it difficult to compete with our competitors, who may have access to funds at a lower cost or lower cost deposits. To the extent our borrowings are linked to market interest rates, we may have to pay interest at a higher rate than lenders that borrow only at fixed interest rates. Further, our ability to pass on any increase in interest rates to borrowers may also be constrained by regulations implemented by the Government or the RBI. In a declining interest rate environment, if our cost of funds does not decline simultaneously or to the same extent as the yield on our interest-earning assets, it could lead to a reduction in our net interest income and net interest margin.

5. *Any inability on our part to effectively utilize the Issue Proceeds could adversely affect our financial results. The objects of the Issue are based on the internal estimates of our management and have not been appraised by any bank or financial institution.*

The objects of the Issue are based on management estimates and have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financial results. Utilization of Issue proceeds would be disclosed to our Company's shareholders in the manner required under the SEBI LODR Regulations. For further details, please see to the section titled "Objects of the Issue" on page 44 of this Draft Letter of Offer.

6. *There are certain legal proceedings involving our Company, Directors and Promoter, an adverse outcome in which, may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows.*

Our Company, our Directors and Promoter are involved in certain legal proceedings, which if determined, against us could have adverse impact on the business and financial results of our Company. A brief detail of such outstanding litigations as on the date of this Draft Letter of Offer are as follows:

Sr. No.	Nature & Type of Proceedings	No of cases	Amount In Rs.
I	Litigation involving our Company		
A.	Proceedings involving criminal liability on our Company	NIL	NIL
B.	Proceedings involving material violations of statutory regulations by our Company	NIL	NIL
C.	Matters involving economic offences where proceedings have been initiated against our Company	NIL	NIL
D.	Other proceedings involving our Company which involve an amount which is material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and	NIL	NIL

	adversely affect the operations or the financial position of our Company		
II	Litigation involving our Promoters		
A.	Proceedings involving criminal liability/contingent asset on our Promoters	2	67,18,725/-
B.	Proceedings involving material violations of statutory regulations by our Promoters	NIL	NIL
C.	Matters involving economic offences where proceedings have been initiated against our Promoters	NIL	NIL
D.	Other proceedings involving our Company which involve an amount which is material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Promoters	NIL	NIL
III	Litigation involving our Directors	NIL	NIL
A.	Proceedings involving criminal liability on our Directors	2	67,18,725/-
B.	Proceedings involving material violations of statutory regulations by our Directors		
C.	Matters involving economic offences where proceedings have been initiated against our Directors	NIL	NIL
D.	Other proceedings involving our Company which involve an amount which is material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Directors	NIL	NIL

We cannot provide any assurance that these matters will be decided in our favour. Further, there is no assurance that legal proceedings will not be initiated against our Company, its Directors or Promoter in future. For further details on the outstanding litigation proceedings, see “Outstanding Litigation and Material Developments” on Page 93.

7. Details of the Income Tax demand as on date of this draft Letter of offer as available on the Income Tax website which if they result in adverse outcome would materially and adversely affect the operations or the financial of our Company.:

a) Income Tax Demand for Our Company :

AY	Name of Assessee	Proceeding status /date of demand raised	Outstanding demand Amount in Rs.	Interest In Rs.
2021	VIJI FINANCE LIMITED	17-SEP-2022	1685400	252810
2014	VIJI FINANCE LIMITED	17-Feb-2017	663290	201370
2018	VIJI FINANCE LIMITED	20-Nov-2019	521420	NA
2020	VIJI FINANCE LIMITED	24-Dec-2021	204480	NA-
2014	VIJI FINANCE LIMITED	17-Feb-2017	822130	NA

b) Income Tax Demand against Our Promoters :

AY	Name of Assessee	Proceeding status /date of demand raised	Outstanding demand Amount in Rs.	Interest In Rs.
2015	Shilpa Kothari	24-Dec-2017	590690	22218
2021	Shilpa Kothari	14-Sep-2022	631210	94680
2008	Shilpa Kothari	30-Dec-2017	28441	-
2020	Shilpa Kothari	11-Feb-2021	570410	188232
2014	Shilpa Kothari	30-Dec-2017	902170	-
AY	Name of Assessee	Proceeding status /date of demand raised	Outstanding demand Amount in Rs.	Interest In Rs.
2019	Vijay Kothari	04-May-2020	932350	-
2014	Vijay Kothari	30-Dec-2017	6043520	3746970
2015	Vijay Kothari	22-Dec-2017	135388	646500
2020	Vijay Kothari	29-March-2021	1256970	414777
2015	Vijay Kothari	10-Feb-2018	550	-
2021	Vijay Kothari	09-Jul-2022	245510	41735

c) Income Tax Demand against Our Director :

AY	Name of Assessee	Proceeding status /date of demand raised	Outstanding demand Amount in Rs.	Interest In Rs.
2019	Vijay Kothari	04-May-2020	932350	-
2014	Vijay Kothari	30-Dec-2017	6043520	3746970
2015	Vijay Kothari	22-Dec-2017	135388	646500
2020	Vijay Kothari	29-March-2021	1256970	414777
2015	Vijay Kothari	10-Feb-2018	550	-
2021	Vijay Kothari	09-Jul-2022	245510	41735

For details, see “Outstanding litigation – Litigation involving our Company – Proceedings involving material violations of statutory regulations by our Company” on page 93. Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company on page 93 .

Decisions in any of the aforesaid material outstanding legal proceedings or any other proceedings involving our Company or Promoters, adverse to our interests may have a material adverse effect on our business, financial condition, cash flows and results of operations. If the courts or tribunals rule against our Company or Promoters, we may face monetary and/or reputational losses and may have to make provisions in our financial statements, which could increase our expenses and our liabilities. For details, see “Outstanding Litigation and Defaults” on page 93.

Except as state herein above there are no prosecution proceedings initiated, or show cause notices in adjudication proceedings which have been issued, by SEBI, and which are pending against our Company, Promoter, Directors.

8. *We may not be able to adequately protect our intellectual property, which could harm the value of our brand and services and adversely affect our business, financial condition, results of operations, cash flows and prospects, which if they result in adverse outcome would materially and adversely affect the operations or the financial of our Company.*

Our Company has renewed TM application No. 2467860 under class 36, brand name : VIJI FINANCE LIMITED on 29/01/2023 and TM will be Published in Journal No. : 2089.

We consider our brand and intellectual property to be one of our most valuable assets and we believe the strength of our brand gives us a competitive advantage. We use our intellectual property rights to protect the goodwill of our brand, promote our brand name, enhance our competitiveness and otherwise support our business goals and objectives. Our business is dependent upon successfully protecting our intellectual property, including but not limited to our trademarks, copyright and patents. As part of our efforts towards ensuring their protection, we have successfully registered trademark including and its variations and formatives including its various logo marks. We do not have any control over the registration of a trademark.

Furthermore. A party could also proceed against a registered trademark and request for its cancellation on various grounds which include bad faith use and non-use for a period of five years from grant of registration.

Our Company needs to make an application for the renewal of the trade marks and other approvals which might get expired if not renewed.

- 9. *We require a number of regulatory approvals, registrations, licenses and permits in respect of our business operations. Failure to obtain, maintain or renew licenses, registrations, permits and approvals in a timely manner or at all, Which if they result in adverse outcome would materially and adversely affect the operations or the financial of our Company.***

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at the local, state and central government levels for doing our business.

While we have obtained all necessary and material approvals, licenses, registrations and permits from the relevant authorities, they may contain conditions, some of which could be onerous. Additionally, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or seek fresh approvals, from time to time, as and when required in the ordinary course of our business.

There can be no assurance that the relevant authority will issue an approval or renew expired approvals within the applicable time period or at all. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could adversely affect our related operations. Further, under such circumstances, the relevant authorities may initiate penal action against us, restrain our operations, impose fines/penalties or initiate legal proceedings for our inability to renew/obtain approvals in a timely manner or at all. Furthermore, we cannot assure you that the approvals, licenses, registrations and permits issued to us will not be suspended or cancelled or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any suspension or revocation of any of the approvals, licenses, registrations and permits that has been or may be issued to us may adversely affect our business and results of operations.

- 10. *Our success depends largely on our management and our ability to attract and retain our key personnel. Any significant changes in the key managerial personnel, may affect the performance of our Company.***

Our success depends on the continued services and performance of the members of the management team and other key employees. Competition for senior and experienced personnel in the industry is intense at present. The loss of the services of management or other key personnel could seriously impair our ability to continue to manage and expand our business, which may adversely affect our financial condition.

- 11. *Our Company has experienced negative cash flow in the past and may continue to do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.***

Our Company has experienced negative net cash flow in operating activities in the recent past, the details of which are provided below:

(₹ in Lakhs)

Particulars	Restated		
	March 31, 2023	March 31, 2022	March 31, 2021
Net Cash Flow from / (used in) Operating Activities	(247.25)	(105.50)	72.47
Net Cash Flow from / (used in) Investment Activities	(195.87)	(57.95)	(1.98)
Net Cash Flow from / (used in) Financing Activities	451.97	112.37	(29.84)

We may incur negative cash flows in the future which may have a material adverse effect on our business, prospects, results of operations and financial condition.

12. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.

We have not paid any dividend during the last 3 years. Our Company may retain all our future earnings, if any, for use in the operations, and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholder's investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate.

Under the Companies Act 2013, 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. An amount as mentioned below for 13,75,900 equity Shares being unclaimed/unpaid dividend of the Company for the financial year ended 2010-2011, 2011-2012, 2012-2013, 2013-2014, 2014-2015 and 2015-2016 was transferred to IEPF.

S.NO	F.Y. to which dividend related	Amount in Rs.
1	2010-11	39,950
2	2011-12	1,04,400
3	2012-13	1,97,610
4	2013-14	1,42,217
5	2014-15	75,695
6	2015-16	65,299

13. Our Company is subject to periodic inspections by the RBI. Non-compliance with observations made during any such inspections could result in penalties and fines on our Company and could adversely affect the reputation of the business of our Company.

Our Company is subject to periodic inspections by the RBI of our Company's books of accounts and other records for the purpose of verifying the correctness or completeness of any statement, information or particulars furnished to the RBI or for obtaining any information, which our Company have failed to furnish when called upon to do so. RBI inspections are a regular exercise and are carried out periodically by RBI for banks, financial institutions and NBFCs. Any major failure to meet the RBI's directions could materially and adversely affect our Company's pending applications or requests with the RBI and our Company's ability to obtain the regulatory permits and approvals required to expand our business or result in the interruption of all or some of our Company's operations, which could have a material adverse effect on our Company's business, financial condition and results of operations.

14. Any regulatory actions and penalties for any past or future non-compliance may adversely affect our business or reputation, or both.

We have to comply with numerous regulatory filings, maintenance of record etc under the Companies Act, 2013, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulation"), Securities Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulation, 2011 and any other laws and regulation as applicable. There have been a delay in filing the shareholding pattern for the Quarter ended as on June 30, 2023 by 1 day on BSE, NSE and CSE, apart from that, we have been generally compliant and there have been no penalties in the form of fines or other punitive action

in the past, any non-compliance of the applicable laws they may impose the penalty on the Company. Such delays or penalties may impact the profitability of the Company.

15. *The deployment of funds is entirely at our discretion and as per the details mentioned in the section titled ‘Objects of the Issue’.*

As the Issue size is not more than ₹10,000 lakhs, under Regulation 82 of the SEBI (ICDR) Regulations it is not required that a monitoring agency be appointed by our Company, for overseeing the deployment and utilisation of funds raised through this Issue. Therefore, the deployment of the funds towards the Objects of this Issue is entirely at the discretion of our Board of Directors and is not subject to monitoring by external independent agency. Our Board of Directors along with the Audit Committee will monitor the utilisation of Issue proceeds and shall have the flexibility in applying the proceeds of this Issue.

16. *Internal or external fraud, dishonesty, or misconduct by our personnel could have a negative impact on our reputation and financial results.*

Misconduct by our employees could bind us for transactions that exceed authorised limits or present unacceptable risks, and our employees could conceal unauthorised or unlawful activities from us. Employee misconduct could also involve front running in securities markets or the improper use or disclosure of confidential information or non-compliance with insider trading rules, which could result in regulatory sanctions and serious reputational or financial harm. It is not always possible to deter fraud or misconduct by employees, and the precautions we have taken and the systems we have put in place to prevent and deter such activities may not be effective in all cases. Any instances of fraud or misconduct could adversely affect our reputation, business, results of operations and financial condition.

17. *The Company does not own the premises on which its registered office is situated. Any failure on the part of the lessee to renew the lease agreement or any disruption of our rights as a lessee or termination of the agreements with the lessors would adversely impact our business.*

The premises on which the Registered Office of the Company is situated is not owned by us. The Company has entered into a formal lease agreement with Owner of the premises and pay rent at a regular interval. The owners may demand that we vacate the premises at any point and in that event, the Company would need to arrange for the Registered office on an urgent basis at such rent as may be applicable as per the market rate applicable upon happening of such event which may adversely affect our profitability as additional expenditure would need to be incurred for the same.

There is no assurance that our Company will be able to enter into the fresh lease agreements in a timely manner and in favourable terms or at all. Further, there is no assurance that we will not face any disruption in our activities which could adversely affect our business operations.

18. *We have in the past entered into related party transactions and we may continue to do so in the future.*

We have entered into certain related party transactions as on the date of this Draft Letter of Offer. While we believe that all our related party transactions have been conducted on an arm’s length basis, we cannot assure you that we may not have achieved more favourable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. For further details, please refer to the chapter titled — “*Financial Information-Related Party Transactions*” at page 72.

19. *We operate in a competitive industry and our failure to successfully compete may adversely affect our business, financial condition and results of operations, and prospects.*

The NBFC Sector is highly competitive. We compete against various domestic companies and some of our competitors may have larger financial resources or access to lower cost funds. They may also benefit from greater economies of scale and operating efficiencies. Whilst we have sufficient track record and experience if we are unable to compete effectively with competitors, we may be unable to sustain or increase our volume of order intake. This Competition may result in reduced revenues, reduced margins and loss of market share. Failure to compete successfully against current or future competitors could harm our business, operating cash flows and financial condition.

20. *Your holdings may be diluted by additional issuances of equity by us, which may adversely affect the market price of our Equity Shares.*

Any future issuance of our Equity Shares may dilute the holdings of investors in our Equity Shares, which could adversely affect the market price of our Equity Shares. Additionally, sales of a large number of our Equity Shares by our principal shareholder could adversely affect the market price of our Equity Shares. The perception that any such sale may occur could also adversely affect the market price of our Equity Shares.

21. *We are subject to cyber security risks and security breaches and may incur increasing costs in an effort to minimize those risks and to respond to cyber incidents.*

A number of other companies have disclosed cyber-attacks and security breaches, some of which have involved intentional attacks. Attacks may be targeted at us, our customers, or both. Although we devote significant resources to maintain and regularly upgrade our systems and processes that are designed to protect the security of our computer systems, software, networks and other technology assets and the confidentiality, integrity and availability of information belonging to us and our customers, our security measures may not provide absolute security. Despite our efforts to ensure the integrity of our systems, it is possible that we may not be able to anticipate or to implement effective preventive measures against all security breaches of these types, especially because the techniques used change frequently or are not recognized until launched, and because cyber-attacks can originate from a wide variety of sources, including third parties outside the Company such as persons who are involved with organized crime or associated with external service providers or who may be linked to terrorist organizations or hostile foreign governments. A successful penetration or circumvention of the security of our systems could cause serious negative consequences, including significant disruption of our operations, misappropriation of our confidential information or that of our customers, or damage to our computers or systems or those of our customers and counterparties, and could result in violations of applicable privacy and other laws, financial loss to us or to our customers, loss of confidence in our security measures, customer dissatisfaction, significant litigation exposure, and affect to our reputation, all of which could have a material adverse effect on us.

Our servers are also vulnerable to computer viruses, physical or electronic break-ins, and similar disruptions. We may need to expend significant resources to protect against security breaches or to address problems caused by breaches. Security breaches, including any breach of our systems or by persons with whom we have commercial relationships that result in the unauthorized release of customers' or businesses' personal information, could damage our reputation and expose us to a risk of loss or litigation and possible liability.

22. *Security breaches of customers' confidential information that we store may harm our reputation and expose us to liability.*

We store customers' bank information, credit information and other sensitive data. Any accidental or wilful security breaches or other unauthorized access could cause the theft and criminal use of this data. Security breaches or unauthorized access to confidential information could also expose us to liability related to the loss of the information, time-consuming and expensive litigation and negative publicity. If security measures are breached because of third party action, employee error, malfeasance or otherwise, or if design flaws in our software are exposed and exploited, and, as a result, a third party obtains unauthorized access to customer data, our relationships with customers will be severely damaged, and we could incur significant liability. Further, we engage with certain third-party service providers, and although our contracts with them restrict the usage of client data and impose protective precautions, there can be no assurance that they will abide by such contractual terms or that the contracts will be found to be in compliance with data protection laws.

23. *We rely on the accuracy and completeness of information concerning borrowers and counterparties for credit evaluation and risk management. Any misrepresentation, inaccuracies, or omissions in such material could have a negative impact on our business and financial results.*

We rely on information provided to us by or on behalf of borrowers when evaluating whether to provide credit or engage in other transactions with clients (including in relation to their financial transactions and past credit history). We may also depend on borrowers' assurances about the accuracy and completeness of the information. For ascertaining the creditworthiness and encumbrances on collateral, we may depend on the respective registrars and sub-registrars of assurances, credit information companies or credit bureaus and on independent valuers in relation to the value of the collateral, and our reliance on any misleading information given may affect our judgment of credit worthiness of potential borrowers, and the value of and title to the collateral, which may affect our business, prospects, results of operations and financial condition. We may receive inaccurate or incomplete

information as a result of negligence or fraudulent misrepresentation on the part of our customers or employees. In addition, customers may misrepresent information in the loan application forms including in relation to the intended end use of the loans and may apply the loans disbursed for end uses different from those mentioned in the loan application form. Our risk management measures may not be adequate to prevent or deter such activities in all cases, which may adversely affect our business prospects, financial condition and results of operations.

There may be relatively less financial and credit information available on retail and rural individual borrowers, micro, small and medium enterprises and in relation to the possibility of double-financing obtained by any such clients, than may have been available in a more developed economy, and the availability of such financial and credit information in India may be considered to suffer from an absence of competitive pressure at present.

24. *Our inability to completely detect money laundering and other illicit actions or detect the same in a timely manner or at all may expose us to extra responsibility and affect our business and reputation.*

In India, we must follow all applicable anti-money laundering ("AML") and anti-terrorism laws and regulations. We bear the risk of failing to follow the statutory know your customer ("KYC") requirements, as well as fraud and money laundering by dishonest customers, in the ordinary course of our business. Despite having internal rules, processes, and controls in place to prevent and identify any AML activity and maintain KYC compliance, we cannot guarantee that we will be able to entirely manage instances of any possible or attempted violation. Any failure or ineffectiveness of our control system to detect such activities completely and immediately may subject us to regulatory action, including fines and penalties, and have a negative impact on our business and reputation.

25. *As we expand our lending business, we may encounter asset-liability mismatches, which might negatively impact our cash flows, financial condition, and results of operations.*

As we expand our lending operations, we may encounter liquidity concerns due to mismatches in the maturity of our assets and obligations. If we are unable to obtain additional borrowings or renew our existing credit facilities in a timely and cost-effective manner, or at all, for matching tenures of our loan portfolio, it may result in mismatches between our assets and liabilities, which could harm our cash flows, financial condition, and results of operations.

26. *Failure to stay up to date with technological changes, as well as the uses and regulation of the internet, might be detrimental to our Company.*

The industry of delivering finance products and services via a mobile app or the internet is dynamic and fresh. We must keep up with changing technical breakthroughs, customer and small company usage habits, internet security threats, system failure or inadequacy hazards, and governmental regulation and taxation, all of which could have a negative influence on our Company.

If we are unable to adequately react to such developments, decreased demand for loans as a result of higher savings or income could result in a loss of revenues or a fall in profitability. The demand for loan products in the markets we serve could fall as a result of a variety of factors, including regulatory restrictions that limit customer access to specific products, the availability of competing or alternative products, or changes in customers' financial circumstances, such as increases in income or savings. A shift in focus from borrowing to saving would also lessen demand. Our revenues could be severely reduced if we fail to adjust to a significant change in our clients' desire for, or access to, our financing products. Customers may refuse or reject products whose changes make them less appealing or less available, even if we make adjustments or launch new products to meet customer demand.

27. *We have not commissioned an industry report for the disclosures made in the section titled 'Industry Overview' and made disclosures based on the data available on the internet and such third-party data has not been independently verified by us.*

We have neither commissioned an industry report, nor sought consent from the quoted website source for the disclosures which need to be made in the section titled "Industry Overview" on page 51 of this Draft Letter of Offer. We have made disclosures in the said section based on the relevant industry related data available online for which relevant consents have not been obtained. We have not independently verified such third-party data. We cannot assure you that any assumptions made are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Letter of Offer. Further, the industry data mentioned in this Draft Letter of Offer or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Draft Letter of Offer in this context.

28. *The outbreak of COVID-19, or outbreak of any other severe communicable disease could have a potential impact on our business, financial condition and results of operations.*

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could materially adversely affect overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The spread of any severe communicable disease could adversely affect our business, financial condition and results of operations. The outbreak of COVID-19 has resulted in authorities implementing several containment measures such as travel bans and restrictions, quarantines and shutdowns. These measures may have an impact on the workforce and our operations and the operations of our customers. A rapid increase in severe cases and deaths where measures taken by governments fail or are lifted prematurely, may further cause significant economic disruption across India. The scope, duration and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe. Our ability to meet our ongoing disclosure obligations might be adversely affected, despite our best efforts. If any of our employees were suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities used for our operations. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian economy in general.

The COVID – 19 outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of COVID-19 will cause an economic slowdown. The spread of COVID-19 has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities or that we determine are in the best interests of our employees and customers. There is no certainty that such measures will be sufficient to mitigate the risks posed by the outbreak. The extent to which COVID-19 further impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and the actions taken to contain the coronavirus or treat its impact, among others. The degree to which COVID-19 may impact our results will depend on future developments, which are highly uncertain and cannot be predicted, including, but not limited to, the duration and spread of the outbreak, its severity, the actions taken to contain the outbreak or the ability to treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. The above risks can threaten the safe operation of our facilities and cause disruption of operational activities, loss of life, injuries and impact the wellbeing of our people.

EXTERNAL RISK FACTORS

29. *Significant differences exist between Ind AS, Indian GAAP and other accounting principles, such as US GAAP and IFRS, which investors may be more familiar with and consider material to their assessment of our financial condition.*

Our audited summary statements of assets and liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021 and audited summary statements of profit and loss (including other comprehensive income), cash flows and changes in equity for the Financial Year 2023, 2022 and 2021 have been prepared in accordance with the Ind AS, read with the Ind AS Rules and restated in accordance with the SEBI ICDR Regulations, the SEBI Circular and the Prospectus Guidance Note.

We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Draft Letter of Offer, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which the Restated Financial Information included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited.

30. *Political, economic or other factors that are beyond our control may have adversely affect our business and results of operations.*

The Indian economy is influenced by economic developments in other countries. These factors could depress economic activity which could have an adverse effect on our business, financial condition and results of operations. Any financial disruption could have an adverse effect on our business and future financial performance.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our services may be adversely affected by an economic downturn in domestic, regional and global economies.

Economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production.

Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

31. A slowdown in economic growth in India could cause our business to suffer.

We are incorporated in India, and all of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. A slowdown in the Indian economy could adversely affect our business, including our ability to grow our assets, the quality of our assets, and our ability to implement our strategy.

Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;
- any scarcity of credit or other financing in India;
- prevailing income conditions among Indian consumers and Indian corporations;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- prevailing regional or global economic conditions; and
- other significant regulatory or economic developments in or affecting India

Any slowdown in the Indian economy or in the growth of the sectors we participate in or future volatility in global commodity prices could adversely affect our borrowers and contractual counterparties. This in turn could adversely affect our business and financial performance and the price of our Equity Shares.

32. Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could

adversely affect our business, prospects, financial condition and results of operations. The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections.

There are concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance and the trading price of the Equity Shares.

33. *Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.*

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries, and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

34. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.*

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

Further, under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

35. *Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.*

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

36. *The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.*

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions including wars amongst nations like the current Russia Ukraine conflict could adversely affect our results of operations, cash flows or financial condition. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business.

Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

ISSUE SPECIFIC RISKS

37. Our Company will not distribute the Letter of Offer and Application Form to certain overseas Shareholders who have not provided an address in India for service of documents.

Our Company will dispatch the Letter of Offer, the Abridged Letter of Offer, Rights Entitlement Letter and Application Form (the “**Offering Materials**”) to such Shareholders who have provided an address in India for the service of documents. The Offering Materials will not be distributed to addresses outside India on account of restrictions that apply to the circulation of such materials in various overseas jurisdictions. However, the Companies Act requires companies to serve documents at any address, which may be provided by the members as well as through e- mail. Presently, there is a lack of clarity under the Companies Act and the rules thereunder, with respect to the distribution of Offering Materials to retail individual shareholders in overseas jurisdictions where such distribution may be prohibited under applicable laws of such jurisdictions.

38. SEBI has by way of circulars dated January 22, 2020, May 6, 2020, January 19, 2021, April 22, 2021, October 01, 2021 and May 19, 2022 streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars and in this Draft Letter of Offer.

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI circulars dated January 22, 2020, May 6, 2020, January 19, 2021, April 22, 2021, October 01, 2021 and May 19, 2022 and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see “Terms of the Issue” on page 105 of this Draft Letter of Offer.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

39. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncee(s) may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) prior to the

Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements.

40. *You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.*

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. However, any gain realized on the sale of listed equity shares on or before March 31, 2018 on a stock exchange held for more than 12 months was not subject to long term capital gains tax in India if STT was paid on the sale transaction and, additionally, as stipulated by the Finance Act, 2017, STT had been paid at the time of acquisition of such equity shares on or after October 1, 2004, except in the case of such acquisitions of equity shares which are not subject to STT, as notified by the Central Government under notification no. 43/2017/F. No. 370142/09/2017-TPL on June 5, 2017. However, the Finance Act, 2018, has now levied taxes on long-term capital gains arising from sale of equity shares. However, where specified conditions are met, such long-term capital gains are only taxed to the extent they exceed Rs. 100,000.00 and unrealized capital gains earned up to January 31, 2018, continue to be exempt. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the equity shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the equity Shares.

Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

41. *You may not receive the Equity Shares that you subscribe in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.*

The Equity Shares that you subscribe in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

42. *There is no guarantee that our Equity Shares will be listed in a timely manner or at all which may adversely affect the trading price of our Equity Shares.*

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be granted by the Stock Exchange until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, therefore, may not be indicative of the prices at which the Equity Shares will trade in the future which may adversely impact the ability of our shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at that point of time.

43. *Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.*

Under the Companies Act, 2013, any company incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares voted on such resolution, unless our Company has obtained government approval to issue without such rights. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-

emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in us would be reduced.

44. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may adversely affect the value of our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchange. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may adversely affect the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

45. Sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

Any instance of disinvestments of equity shares by our Promoter or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

46. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

SECTION III: INTRODUCTION

THE ISSUE

The Issue has been authorised by way of resolution passed by our Board of Directors on February 12, 2024, pursuant to section 62(1)(a) of the Companies Act, 2013 and other applicable provisions. The terms of the Issue including the Record Date and Rights Entitlement Ratio have been approved by the Board of Directors at their meeting held on [●].

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in “*Terms of the Issue*” on page 105.

Rights Equity Shares being offered by our Company	[●] Rights Equity Shares
Rights Entitlement for the Rights Equity Shares	[●] Rights Equity Share for every [●] Equity Shares held on the Record Date
Record Date	[●]
Face Value per Equity Share	₹1/- each
Issue Price	₹ [●] per Rights Equity Share (including a premium of ₹ [●] per Rights Equity Share). On Application, Investors will have to pay ₹ [●] per Rights Equity Share, which constitutes 100% of the Issue price including premium.
Issue Size	[●] Equity Shares of face value of ₹ 1 each for cash at a price of ₹ [●] per Rights Equity Share up to an amount of up to Rs. 900 Lakhs * <i>*Assuming full subscription</i>
Voting Rights and Dividend	The Equity Shares issued pursuant to this Issue shall rank <i>pari-passu</i> in all respects with the Equity Shares of our Company.
Fractional Entitlement	For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] ([●]) Equity Shares or is not in multiples of [●] ([●]), the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any.
Equity Shares issued, subscribed and paid up and outstanding prior to the Issue	8,25,00,000 Equity Shares issued subscribed and paid-up. For details, please see “Capital Structure” on page 42.
Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Equity Shares)	[●] Equity Shares* <i>*assuming full subscription</i>
Security Codes for the Equity Shares	ISIN: INE159N01027 BSE Code: 537820 NSE Code: VIJIFIN CSE Code: 032181
ISIN for Rights Entitlements	[●]
Terms of the Issue	For details, please see “ <i>Terms of the Issue</i> ” on page 105.
Use of Issue Proceeds	For details, please see “ <i>Objects of the Issue</i> ” on page 44.

GENERAL INFORMATION

Our Company was originally incorporated as 'Panjon Finance Limited' at Gwalior, Madhya Pradesh on October 12, 1994 as a Public Limited Company, under the Companies Act, 1956 pursuant to the Certificate of Incorporation issued by the Registrar of Companies, Madhya Pradesh Gwalior. Thereafter our Company obtained a Certificate of Commencement on November 09, 1994 issued by the Registrar of Companies, Madhya Pradesh Gwalior. Subsequently, the name of our Company was changed to Viji Finance Limited vide Shareholders Resolution dated September 11, 2012 pursuant to which fresh Certificate of Incorporation dated September 12, 2012 was issued by Registrar of Companies, Madhya Pradesh Gwalior. The Corporate Identification Number of our Company is L65192MP1994PLC008715. Our Company is registered under section 45-IA of the Reserve Bank of India Act, 1934 to commence/carry on the business as a Non-Systemically Important Non-Deposit taking Non-Banking Finance Companies (NSI-ND-NBFC), Loan Company. The registration number is B-03.00080 vide the Certificate of Registration dated December 18, 2012.

Changes in the registered office of our Company

Except as disclosed below, there has been no change in the address of the registered office of our Company since the date of incorporation:

Date of change	Details of change in the registered office
May 22, 1999	Change of the registered office address from Block No. 1 11 Floor, Dawa Bazaar 13-14, R N T Marg, Indore India to 103, Laxmi Tower, 576, M G Road, Indore 452001, India.
November 01, 2002	Change of the registered office address from 103, Laxmi Tower, 576, M G Road, Indore 452001, India to 104-105, Kanchan Sagar 18, Old Palasia A B Road, Indore 452001, India.
April 01, 2004	Change of the registered office address from 104-105, Kanchan Sagar 18, Old Palasia A B Road, Indore 452001, India to 306-309, Rafael Tower, 8/2 Old Palasia, Indore – 452001, Madhya Pradesh, India
January 16, 2006	Change of the registered office address from 306-309, Rafael Tower, 8/2 Old Palasia, Indore – 452001, Madhya Pradesh, India to 11/2 Ushaganj, Jaora Compound, Indore 452001, Madhya Pradesh, India.

Registered Office of our Company

11/2, Usha Ganj Jaora Compound
Indore, Madhya Pradesh 452001, India
Tel: +91 7898493969; **Fax:** N.A
Email: info@vijifinance.com
Website: www.vijifinance.com
CIN: L65192MP1994PLC008715

Registrar of Companies

Our Company is registered with the Registrar of Companies, Madhya Pradesh at the following address:

Registrar of Companies, 3rd Floor, 'A' Block,
Sanjay Complex, Jayendra Ganj,
Gwalior-474009, Madya Pradesh
Phone: + 0751-2321907; **Fax:** + 0751-2331853
Email: roc.gwalior@mca.gov.in

Board of Directors of our Company

Set forth below are the details of our Board of Directors as on the date of this Draft Letter of Offer:

Name	Age	Designation	Address	DIN
Mr. Vijay Kothari	57	Chairman and Managing Director	E-42, Saket Nagar, Tilaknagar Indore, Madhya Pradesh 452018, India	00172878
Mr. Nitesh Gupta	47	Whole Time Director	Flat no. 202, Navya Regency 62-63, Padama Wati, Colony,	09248507

Name	Age	Designation	Address	DIN
			Indore, Madhya Pradesh 452001, India	
Mr. Aryaman Kothari	23	Non-Executive Non-Independent Director	E-42, Saket Nagar, Tilaknagar Indore, Madhya Pradesh 452018, India	09324877
Ms. Palak Malviya	33	Non-Executive Independent Director	943, Sudama Nagar, Near Mata mandir, Indore, Madhya Pradesh – 452009, India	07795827
Ms. Sakshi Chourasiya	32	Non-Executive Independent Director	302-E Block, Nilgiri, Kalindi Mid Town Village, Devguradiya, Kanadia Road, Indore, Madhya Pradesh 452016, India	09370037

For detailed profile of our directors, please refer to the chapter titled “*Our Management*” on page 61 of this Draft Letter of Offer.

Chief Financial Officer

Mr. Siddhant Sharma

11/2, Usha Ganj Jaora Compound
Indore, Madhya Pradesh 452001, India
Tel: +91 7898493969;
Fax: N.A
Email Id: info@vijifinance.com

Company Secretary and Compliance Officer

Ms. Stuti Sinha is the Company Secretary and Compliance Officer of our Company. Her contact details are:

11/2, Usha Ganj Jaora Compound
Indore, Madhya Pradesh 452001, India
Tel. No.: +91 7898493969
Fax: N.A
Email id: info@vijifinance.com

Details of Key Intermediaries pertaining to this Issue:

Registrar to the Company

Ankit Consultancy Private Limited

60, Electronic Complex, Pardeshipura,
Indore 452010, Madhya Pradesh, India
Contact Details: 0731-4065799, 4065797
Email Address: compliance@ankitonline.com;
Website: www.ankitonline.com ;
Contact Person: Mr. Saurabh Maheshwari;
SEBI Registration Number: INR000000767

Registrar to the Issue

Cameo Corporate Services Limited

Subramanian Building, No.1, Club House Road,
Chennai – 600002, Tamil Nadu, India.
Contact Details: +91- 44 4002 0700
Email Address: rights@cameoindia.com
Website: www.cameoindia.com;
Contact Person: Ms. K. Sreepriya;
SEBI Registration Number: INR000003753

Legal Advisor to the Issue

Pooja Sharma

8/14, Malad Co-operative Housing Society Ltd,
Poddar Park, Malad (East), Mumbai- 400097

Mob No: 9022869773

Email Id: poojalegalventures@gmail.com

Bar Council No.: MAH/5967/2013_02_2024

Contact Person: Ms. Pooja Sharma

Statutory and Peer Review Auditor of our Company

Shyam Nagori & Company,

Chartered Accountants

109, Kailash Park Colony,
Geeta Bhagwan, Indore, India

Email: cashyamnagori@gmail.com

Telephone: +919826154009

Contact Person: Shyam Kumar Nagori

Firm Registration Number: 004573C

Peer Review Certificate Number: 014914

Bankers to the Issue/ Refund Bank

[•]

The Banker to the Issue/ the Refund Bank shall be appointed prior to filing of the Letter of Offer.

Bankers to the Company

ICICI Bank

194, Jaora Compound, Ward No 41,
Ushaganj, Indore- 452001, Madhya Pradesh, India

Tel No: 7389935795

Contact Person: Sarfaraz Khan

Email: Sarfaraz.k@icicibank.com

Website: www.icicibank.com

Designated Intermediaries

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. On Allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Rights Equity Shares Allotted.

Inter-se Allocation of Responsibilities

Since there is no lead manager, a statement of inter se allocation of responsibilities is not required.

Expert Opinion

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated January 30, 2024 from the Statutory Auditors to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Letter of Offer as an "Expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) Restated Audit Report dated February 12,

2024 on our Restated Consolidated Financial Statements for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, and (ii) Statement of Special Tax Benefits dated February 12, 2024 in this Draft Letter of Offer and such consent has not been withdrawn as on the date of this Draft Letter of Offer. However, the term “Expert” shall not be construed to mean an “Expert” as defined under the Securities Act, 1933.

Investor grievances

Investors may contact the Company Secretary and Compliance Officer for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment/ share certificates/ demat credit/ Refund Orders, etc.

Investors are advised to contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre- Issue or post-Issue related problems such as non-receipt of Abridged Letter of Offer/ Application Form and Rights Entitlement Letter/ Letter of Allotment, Split Application Forms, Share Certificate(s) or Refund Orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the applicant, ASBA Account number and the Designated Branch of the SCSBs, number of Equity Shares applied for, amount blocked, where the Application Form and Rights Entitlement Letter or the plain paper application, in case of Eligible Equity Shareholder, was submitted by the ASBA Investors through ASBA process.

Credit Rating

As this is a Rights Issue of Equity Shares, credit rating is not required.

Debenture Trustees

As this is a Rights Issue of Equity Shares, the appointment of Debenture trustees is not required.

Monitoring Agency

Since the size of the issue is less than Rs.10,000 lacs, under Regulation 82 of the SEBI ICDR Regulations, a monitoring agency is not required to be appointed by our Company.

Filing

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Draft Letter of Offer with SEBI for rights issues has been increased to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Draft Letter of Offer has been filed with the Stock Exchanges and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchange.

Changes in Auditors during the last three years

There has been no change in the Statutory Auditor of our Company in last three years immediately preceding the date of this Draft Letter of Offer

Underwriting Agreement

This Issue is not underwritten, and our Company has not entered into any underwriting arrangement.

Issue Schedule

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Event	Indicative Date
Issue Opening Date	[●]
Last Date for On Market Renunciation of Rights	[●]
Issue Closing Date*	[●]

** The Board of Directors or the Rights Issue Committee will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date.*

The above schedule is indicative and does not constitute any obligation on our Company.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two (2) Working Days prior to the Issue Closing Date, i.e., [●] [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, being [●],[●] 2024.

Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date. Neither our Company nor the Registrar to the Issue will be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. For details on submitting Application Forms, see “Terms of the Issue” on page 105.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the amount paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue

Minimum Subscription

As the object of the Issue does not involve financing of capital expenditure, and as our Promoters through their letter dated January 10, 2024 has confirmed their intention to subscribe to the full extent of their aggregate Rights Entitlements in the Issue and shall not renounce their Rights Entitlements except to the extent of renunciation within the Promoters and Promoter Group. Accordingly, the minimum subscription criteria mentioned under the SEBI ICDR Regulations will not be applicable to the Issue. Further, the Promoters may subscribe to additional Rights Equity Shares, over and above their Rights Entitlements (including the unsubscribed portion in the Issue, if any) jointly or severally, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR and the SEBI Listing Regulations in order to achieve the minimum subscription of 90% of the Issue in accordance with Regulation 86 of the SEBI ICDR Regulations.

CAPITAL STRUCTURE

The equity share capital of our Company as at the date of this Draft Letter of Offer, and the details of the Equity Shares proposed to be issued in the Issue, and the issued, subscribed and paid-up share capital after the Issue, are set forth below.

(₹ Lakhs except share data)

		Aggregate Value at Face Value	Aggregate Value at Issue Price
A	AUTHORISED SHARE CAPITAL		
	18,00,00,000 Equity Shares of ₹1 each	1800.00	
B	ISSUED SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE		
	8,25,00,000 Equity Shares of ₹1 each	825.00	
C	PRESENT ISSUE IN TERMS OF THIS LETTER OF OFFER⁽¹⁾		
	Up to [●] Rights Equity Shares, at a premium of ₹[●] per Rights Equity Share, <i>i.e.</i> , at a price of ₹[●] per Rights Equity Share	[●]	Up to 900 Lakhs
D	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE⁽²⁾		
	Up to [●] Equity Shares	[●]	
E	SECURITIES PREMIUM ACCOUNT		
	Before the Issue		Nil
	After the Issue		[●] ⁽³⁾

⁽¹⁾ The present Issue has been authorised vide a resolution passed at the meeting of the Board of Directors dated February 12, 2024

⁽²⁾ Assuming full subscription for and Allotment of the Rights Equity Shares.

NOTES TO CAPITAL STRUCTURE

- Intention and extent of participation by our Promoters and Promoter Group in the Issue:** Pursuant to letter dated January 10, 2024 our Promoters have confirmed that they will (i) subscribe, to the full extent of their Rights Entitlements and have also confirmed that all the members of promoters do intend to subscribe, jointly and / or severally, to their Rights Entitlements and shall not renounce them in favour of third parties. Further, they reserve the right to apply for, and subscribe to, additional Rights Securities, including subscribing to the unsubscribed portion (if any), subject to compliance with the minimum public shareholding requirement as prescribed under the SCRR and the SEBI Listing Regulations
- The ex-rights price of the Rights Equity Shares as per Regulation 10(4)(b) of the Takeover Regulations is ₹ [●] per equity share.
- At any given time, there shall be only one denomination of the Equity Shares of our Company.
- All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Letter of Offer. For details on the terms of this Issue, see “Terms of the Issue” on page 105.
- The shareholding pattern of our Company as on December 31, 2023, can be accessed on the website of BSE at <https://www.bseindia.com/stock-share-price/viji-finance-ltd/vijifin/537820/shareholding-pattern/> and NSE at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=VIJIFIN&tabIndex=equity> and CSE at <https://listingcompliance.cse-india.com/xbri/DisplayRegulations#;>

b) The statement showing holding of Equity Shares of persons belonging to the category “Promoters and Promoter Group” including the details of lock-in, pledge of and encumbrance thereon, as on December 31, 2023, can be accessed on the website of BSE at <https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=537820&qtrid=120.00&QtrNam>

e=December%202023 and NSE at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=VIJFIN&tabIndex=equity> and CSE at <https://listingcompliance.cse-india.com/xbrl/DisplayRegulations#> and

c) The statement showing details of shareholders of our Company belonging to the category “Public” including Equity Shareholders holding more than 1% of the total number of Equity Shares as on December 31, 2023 as well as details of shares which remain unclaimed for public can be accessed on the website of BSE at <https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=537820&qtrid=120.00&QtrName=December%202023> and NSE at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=VIJFIN&tabIndex=equity> and CSE at <https://listingcompliance.cse-india.com/xbrl/DisplayRegulations#>.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

Under the Act, 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. An amount as mentioned below for 13,75,900 equity Shares being unclaimed/unpaid dividend of the Company for the financial year ended 2010-2011, 2011-2012, 2012-2013, 2013-2014, 2014-2015 and 2015-2016 was transferred to IEPF.

S.NO	Financial year to which dividend are related	Amount in Rs.
1	2010-11	39,950
2	2011-12	1,04,400
3	2012-13	1,97,610
4	2013-14	1,42,217
5	2014-15	75,695
6	2015-16	65,299

6. There are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into Equity Shares as on the date of filing of this Draft Letter of Offer.

7. Details of specified securities acquired by our Promoters and Promoter Group in the last one year immediately preceding the date of filing of the Draft Letter of Offer

None of our Promoters or members of our Promoter Group have acquired any securities in the last one year, immediately preceding the date of filing of this Draft Letter of Offer.

8. Details of shares locked-in, pledged, encumbrance by Promoters and Promoter Group:

As on date of filing of this Draft Letter of Offer, none of the shares held by Promoters and Promoter Group are Locked-in nor pledged nor encumbered.

OBJECTS OF THE ISSUE

Objects of the Issue

Our Company proposes to utilize the Net Proceeds towards funding the following Objects:

1. To augment our capital base and provide for our fund requirements for increasing our operational scale with respect to our NBFC activities; and
 2. General Corporate Purposes.
- (Collectively, referred to hereinafter as the “Objects”)

We intend to utilize the gross proceeds raised through the Issue (the “Issue Proceeds”) after deducting the Issue related expenses (“Net Proceeds”) for the abovementioned Objects.

The objects set out in the Memorandum of Association enable us to undertake our existing activities and the activities for which funds are being raised by us through the Issue and the activities for which the borrowings proposed to be prepaid in full or part from the Net Proceeds.

Net Proceeds

The details of the proceeds of the Issue are set forth in the following table:

(₹ in lakhs)

Particulars	Amount
Gross Proceeds from the Issue	Up to 900 Lakhs
Less: Issue related expenses	[●]
Net Proceeds from the Issue	[●]

Requirement of Funds

The details of the Net Proceeds are set forth in the following table:

(₹ in lakhs)

Particulars	Amount
To augment our capital base and provide for our fund requirements for increasing our operational scale with respect to our NBFC activities	Up to 825 Lakhs
General Corporate Purposes	[●]
Net proceeds from the Issue	[●]

Means of Finance

Our Company proposes to meet the entire requirement of funds for the proposed objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

Schedule of Implementation and Deployment of Funds

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

The funds deployment described herein is based on management estimates and current circumstances of our business and operations. Given the dynamic nature of our business, we may have to revise our funding requirements and deployment on account of variety of factors such as our financial condition, business strategy, including external factors which may not be within the control of our management. This may entail rescheduling and revising the planned funding requirements and deployment and increasing or decreasing the funding requirements from the planned funding requirements at the discretion of our management. Accordingly, the Net Proceeds of the Issue would be used to meet all or any of the purposes of the funds requirements described herein.

Details of the Objects of the Issue

1. *To augment our capital base and provide for our fund requirements for increasing our operational scale with respect to our NBFC activities.*

Our Company is RBI Registered NBFC primarily involved in the business of providing financial services with a paramount focus in both corporate as well as in non-corporate sector. We propose to augment our capital base by Rs. 825 lakhs through this Issue and utilize the funds raised to further increase the operational scale of its business of NBFC activities, including but not limited to expansion of the financing business to provide for funding of fresh loans in the form of LAP (Loan against Property).

The amount raised will primarily be used to expand our business operations. Our Company proposes to expand its loan portfolio to provide loans to retail businesses at competitive rate of interest. This is expected to arise out of growth of our business and assets.

2. *General Corporate Purposes*

In terms of Regulation 62(2) of the SEBI ICDR Regulations, the extent of the Issue Proceeds proposed to be used for general corporate purposes shall not exceeding 25% of the Gross proceeds of the Issue. Our Board will have flexibility in applying the balance amount towards general corporate purposes, including repayment of outstanding loans, meeting our working capital requirements, capital expenditure, funding our growth opportunities, including strategic initiatives, meeting expenses incurred in the ordinary course of business including salaries and wages, administration expenses, insurance related expenses, meeting of exigencies which our Company may face in course of business and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act.

Our management will have flexibility in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

Undertaking by our Promoter

Please refer to page No 42 of this Draft Letter of Offer regarding the intention of the promoters and extent of subscription in the issue.

Interest of Promoters and Directors in the objects of the Issue

None of our Promoter, members of the Promoter Group and Directors have any interest in the objects of the Issue. No part of the Net Proceeds will be paid by our Company as consideration to our Promoter, Promoter Group, Directors and Key Managerial Personnel of our Company.

Issue Related Expenses

The Issue related expenses include, among others, fees to various advisors, printing and distribution expenses, advertisement expenses and registrar and depository fees. The estimated Issue related expenses are as follows:

Particulars	Amount* (Rs. In Lakhs)	As a percentage of total expenses*	As a percentage of Issue size*#
Fees of the Bankers to the Issue, Registrar to the Issue, Legal Advisor, Auditor's fees, including out of pocket expenses etc.	[•]	[•]	[•]
Expenses relating to advertising, printing, distribution, marketing and stationery expenses	[•]	[•]	[•]
Regulatory fees, filing fees, listing fees and other miscellaneous expenses	[•]	[•]	[•]
Total estimated Issue expenses[^]	[•]	[•]	[•]

* Subject to finalisation of Basis of Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards

general corporate purposes. All Issue related expenses will be paid out of the Gross Proceeds received at the time of receipt of the subscription amount to the Rights Equity Shares.

The amount utilized towards Issue expenditure is ₹ [●] which is certified by the Statutory auditor [●] vide his certificate dated [●]; bearing UDIN No: [●]

^Excluding taxes

#Assuming full subscription.

Interim use of funds

Our Company, in accordance with the policies established by our Board from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilization for the purposes described above, our Company intends to temporarily deposit the funds in the scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934 as may be approved by our Board of Directors. Our Company confirms that pending utilization of the Net Proceeds for the Objects of the Issue, our Company shall not use the Net Proceeds for any investment in the equity markets.

Appraisal and Bridge Financing Facilities

Our Company has not raised any bridge loan from any bank or financial institution as on the date of the Letter of Offer, which are proposed to be repaid from the Net Proceeds.

Monitoring of utilization of funds

Since the Issue is for an amount not exceeding ₹ 10,000 lakhs, in terms of Regulation 82(1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of the Issue. As required under the SEBI Listing Regulations, the Audit Committee appointed by the Board shall monitor the utilization of the proceeds of the Issue. We will disclose the details of the utilization of the Net Proceeds of the Issue, including interim use, under a separate head in our financial statements specifying the purpose for which such proceeds have been utilized or otherwise disclosed as per the disclosure requirements.

As per the requirements of Regulations 18 of the SEBI Listing Regulations, we will disclose to the Audit Committee the uses/ applications of funds on a quarterly basis as part of our quarterly declaration of results. Further, on an annual basis, we shall prepare a statement of funds utilized for purposes other than those stated in the Letter of Offer and place it before the Audit Committee. The said disclosure shall be made till such time that the Gross Proceeds raised through the Issue have been fully spent. The statement shall be certified by our Auditor.

Further, in terms of Regulation 32 of the SEBI Listing Regulations, we will furnish to the Stock Exchange on a quarterly basis, a statement indicating material deviations, if any, in the use of proceeds from the objects stated in the Letter of Offer. Further, this information shall be furnished to the Stock Exchange along with the interim or annual financial results submitted under Regulations 33 of the SEBI Listing Regulations and be published in the newspapers simultaneously with the interim or annual financial results, after placing it before the Audit Committee in terms of Regulation 18 of the SEBI Listing Regulations.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Letter of Offer, which are proposed to be repaid from the Issue Proceeds.

Other Confirmations

No part of the Net Proceeds will be paid by our Company as consideration to our Promoter and Promoter Group, Directors, Key Managerial Personnel of our Company.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors
Viji Finance Limited
11/2, Usha Ganj,
Jaora Compound,
Indore, Madhya Pradesh – 452001

Dear Sir/Ma'am,

Subject - Statement of possible tax benefits (“the statement”) available to Viji Finance Limited (hereinafter referred as “the Company”) and its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.

Reference - Rights Issue Offer of Equity Shares by Viji Finance Limited.

We hereby confirm that the attached Annexure 1 and 2 (together “the Annexures”), prepared by the Viji Finance Limited (‘the Company’), provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 (‘the Act’) as amended by the Finance Act 2023, Circulars and Notifications issued thereunder from time to time, as applicable for the Financial Year 2023-24 relevant to the Assessment Year 2024-25, the Central Goods and Services Tax Act, 2017/ the Integrated Goods and Services Tax Act, 2017 (“GST Act”), as amended by the Finance Act 2023, Circulars and Notifications issued from time to time, as applicable for the Financial Year 2023-24, presently in force in India (together, the “Tax Laws”).

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and/ or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

1. The benefits discussed in the attached Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the management of the Company. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed Rights Issue offering.

2. We do not express any opinion or provide any assurance as to whether:

i) the Company or its shareholders will continue to obtain these benefits in future;

ii) the conditions prescribed for availing the benefits have been/ would be met with; and

iii) the Revenue Authorities/Courts will concur with the views expressed herein.

3. The contents of the attached Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

4. We do not give any assurance that the Revenue Authorities/ Courts will concur with the view expressed herein. Our views are solely based on existing provisions of law being force in India and implementation of such laws, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.

5. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

6. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Letter of Offer (“DLOO”) in connection with the proposed Rights issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

For M/s. Shyam Nagori & Company
Chartered Accountants
Firm’s Reg No. 004573C

CA. Shyam Kumar Nagori
Proprietor
Membership No. 073609

Place: Indore
Date: 12th Feb , 2024
UDIN: 24073609BKFACU2625

ANNEXURE 1 TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION

A. SPECIAL TAX BENEFITS TO THE COMPANY

The Company is not entitled to any special tax benefits under the Tax Laws.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are not entitled to any special tax benefits under the Tax Laws.

Note:

1. All the above benefits are as per the current Tax Laws and will be available only to the sole/ first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant Direct Tax Law benefits and does not cover any Indirect Tax Law benefits or benefit under any other law.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Draft Letter of Offer (“DLOO”).

ANNEXURE 2 TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Goods and Service Tax Act (hereinafter referred to as 'GST Act') presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION

A. SPECIAL TAX BENEFITS TO THE COMPANY

The Company is not entitled to any special tax benefits under the GST Acts.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are not entitled to any special tax benefits under the GST Acts.

Note:

1. All the above benefits are as per the current Tax Laws and will be available only to the sole/ first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant Indirect Tax Law benefits and does not cover any Direct Tax Law benefits or benefit under any other law.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Draft Letter of Offer ("DLOO").

SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither We or any of our affiliates or advisors nor any other person connected with Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect.

Before deciding to invest in the Equity Shares, prospective investors should read this entire Draft Letter of Offer, including the information in the sections "Risk Factors" and "Restated Financial Information" on pages 20 and 72 of this Draft Letter of Offer respectively. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section 'Risk Factors' on page 20 of this Draft Letter of Offer. Accordingly, investment decisions should not be based on such information.

Indian Economy



Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2022–23 is currently about 4% higher than its corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-September 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships. (Source : <https://www.ibef.org/economy/indian-economy-overview>)

Introduction to the Financial Services Industry

India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities. The banking regulator has allowed new entities such as payment banks to be created recently, thereby adding to the type of entities operating in the sector. However, the financial sector in India is predominantly a banking sector with commercial banks accounting for more than 64% of the total assets held by the financial system.

The Government of India has introduced several reforms to liberalise, regulate and enhance this industry. The Government and Reserve Bank of India (RBI) have taken various measures to facilitate easy access to finance for Micro, Small and Medium Enterprises (MSMEs). These measures include launching Credit Guarantee Fund Scheme for MSMEs, issuing guidelines to banks regarding collateral requirements and setting up a Micro Units Development and Refinance Agency (MUDRA). With a combined push by Government and private sector, India is undoubtedly one of the world's most vibrant capital markets.

(Source : <https://www.ibef.org/industry/financial-services-india>)

Historical Context

Historically, NBFCs have been a vital cornerstone of the Indian financial ecosystem as important financial intermediaries channelizing savings and investments, especially for small-scale and retail sectors as well as underserved areas and unbanked sectors of the Indian economy.

A Non-Banking Financial company (NBFC) is a company registered under the Companies Act, 1956 or under Companies Act, 2013 engaged in the business of loans and advances, acquisition of shares /stocks /bonds /debentures /securities issued by Government or local authority or other marketable securities of a like nature, leasing, hire-purchase, insurance business, chit business but does not include any institution whose principal business is that of agriculture activity, industrial activity, purchase or sale of any goods (other than securities) or providing any services and sale/purchase/construction of immovable property. A non-banking institution which is a company and has principal business of receiving deposits under any scheme or arrangement in one lump sum or in instalments by way of contributions or in any other manner, is also a non-banking financial company (Residuary non-banking company).

In terms of Section 45-IA of the RBI Act, 1934, no Non-banking Financial Company can commence or carry on business of a non-banking financial institution without a) obtaining a certificate of registration from the Bank and without having a Net Owned Funds of ₹ 25 lakhs (₹ Two crore since April 1999). However, in terms of the powers given to the Bank, to obviate dual regulation, certain categories of NBFCs which are regulated by other regulators are exempted from the requirement of registration with RBI viz. Venture Capital Fund/Merchant Banking companies/Stock broking companies registered with SEBI, Insurance company holding a valid Certificate of Registration issued by IRDA, Nidhi companies as notified under Section 620A of the Companies Act, 1956, Chit companies as defined in clause (b) of Section 2 of the Chit Funds Act, 1982, Housing Finance Companies regulated by National Housing Bank, Stock Exchange or a Mutual Benefit Company.

A Company incorporated under the Companies Act, 1956 and desirous of commencing business of non-banking financial institution as defined under Section 45-IA of the RBI Act, 1934 should comply with the following:

1. it should be a company registered under Section 3 of the companies Act, 1956
2. It should have a minimum net owned fund of ₹ 200 lakh.

(Source: <https://www.rbi.org.in/Scripts/FAQView.aspx?Id=92>)

Categories of NBFCs

NBFCs are categorized

- a) in terms of the type of liabilities into Deposit and Non-Deposit accepting NBFCs,

- b) non deposit taking NBFCs by their size into non-systemically important and other non-deposit holding companies (NBFC-NDSI and NBFC-ND) and
- c) by the kind of activity they conduct. Within this broad categorization the different types of NBFCs are as follows:
1. **Asset Finance Company (AFC):** An AFC is a company which is a financial institution carrying on as its principal business the financing of physical assets supporting productive/economic activity, such as automobiles, tractors, lathe machines, generator sets, earth moving and material handling equipment, moving on own power and general purpose industrial machines. Principal business for this purpose is defined as aggregate of financing real/physical assets supporting economic activity and income arising therefrom is not less than 60% of its total assets company total income respectively.
 2. **Investment Company (IC):** IC means any Company which is a financial institution carrying on as its principal business the acquisition of securities,
 3. **Loan Company (LC):** LC means any company which is a financial institution carrying on as its principal business the providing of finance whether by making loans or advances or otherwise for any activity other than its own but does not include an Asset Finance Company.
 4. **Infrastructure Finance Company (IFC):** IFC is a non-banking finance company a) which deploys at least 75 per cent of its total assets in infrastructure loans, b) has a minimum Net Owned Funds of ₹ 300 crore, c) has a minimum credit rating of 'A 'or equivalent d) and a CRAR of 15%.
 5. **Systemically Important Core Investment Company (CIC-ND-SI):** CIC-ND-SI is an NBFC carrying on the business of acquisition of shares and securities which satisfies the following conditions:
 - a. it holds not less than 90% of its Total Assets in the form of investment in equity shares, preference shares, debt or loans in group companies;
 - b. its investments in the equity shares (including instruments compulsorily convertible into equity shares within a period not exceeding 10 years from the date of issue) in group companies constitutes not less than 60% of its Total Assets;
 - c. it does not trade in its investments in shares, debt or loans in group companies except through block sale for the purpose of dilution or disinvestment;
 - d. it does not carry on any other financial activity referred to in Section 45I(c) and 45I(f) of the RBI Act, 1934 except investment in bank deposits, money market instruments, government securities, loans to and investments in debt issuances of group companies or guarantees issued on behalf of group companies.
 - e. Its asset size is ₹ 100 crore or above; and
 - f. It accepts public funds
 6. **Infrastructure Debt Fund: Non- Banking Financial Company (IDF-NBFC):** IDF-NBFC is a company registered as NBFC to facilitate the flow of long term debt into infrastructure projects. IDF-NBFC raise resources through issue of Rupee or Dollar denominated bonds of minimum 5 year maturity. Only Infrastructure Finance Companies (IFC) can sponsor IDF-NBFCs.
 7. **Non-Banking Financial Company - Micro Finance Institution (NBFC-MFI):** NBFC-MFI is a non-deposit taking NBFC having not less than 85% of its assets in the nature of qualifying assets which satisfy the following criteria:
 - a. loan disbursed by an NBFC-MFI to a borrower with a rural household annual income not exceeding ₹ 1,00,000 or urban and semi-urban household income not exceeding ₹ 1,60,000;
 - b. loan amount does not exceed ₹ 50,000 in the first cycle and ₹ 1,00,000 in subsequent cycles;
 - c. total indebtedness of the borrower does not exceed ₹ 1,00,000;
 - d. tenure of the loan not to be less than 24 months for loan amount in excess of ₹ 15,000 with prepayment without penalty;
 - e. loan to be extended without collateral;
 - f. aggregate amount of loans, given for income generation, is not less than 50 per cent of the total loans given by the MFIs;
 - g. loan is repayable on weekly, fortnightly or monthly instalments at the choice of the borrower
 - h. **Non-Banking Financial Company – Factors (NBFC-Factors):** NBFC-Factor is a non-deposit taking NBFC engaged in the principal business of factoring. The financial assets in the factoring business

should constitute at least 50 percent of its total assets and its income derived from factoring business should not be less than 50 percent of its gross income.

8. **Mortgage Guarantee Companies (MGC)** - MGC are financial institutions for which at least 90% of the business turnover is mortgage guarantee business or at least 90% of the gross income is from mortgage guarantee business and net owned fund is ₹ 100 crore.
9. **NBFC- Non-Operative Financial Holding Company (NOFHC)** is financial institution through which promoter / promoter groups will be permitted to set up a new bank. It's a wholly-owned Non- operative Financial Holding Company (NOFHC) which will hold the bank as well as all other financial services companies regulated by RBI or other financial sector regulators, to the extent permissible under the applicable regulatory prescriptions.

(Source: <https://www.rbi.org.in/Scripts/FAQView.aspx?Id=92>)

Evolution

Over the years, NBFCs have evolved given the extensive changes in the regulatory framework for NBFCs in India which have moved from simplified regulations to stringent and extensive regulations as well as towards rationalisation per the currently revised NBFC regulatory framework. Given these high levels of regulation, NBFCs have also emerged as preferred options to meet credit needs since the low cost of operations has provided these NBFCs an edge over banks.

Financial Access and Supportive Government Schemes

Additionally, NBFCs have gradually become important mechanisms to fuel growth and entrepreneurship due to the launch of government-backed schemes including Pradhan Mantri Jan-Dhan Yojana which has contributed to a significant increase in the number of bank accounts.

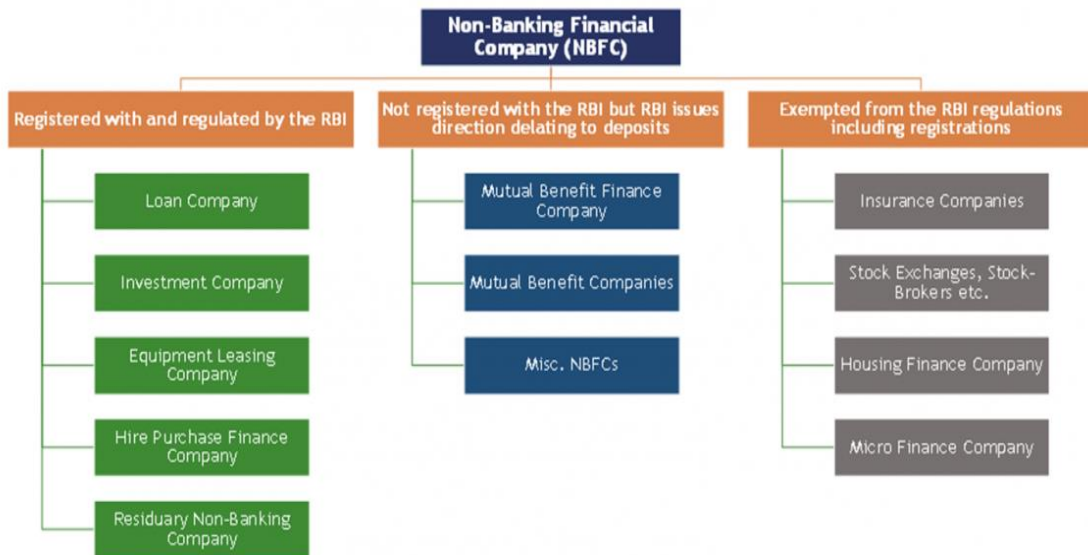
These NBFCs have also been key in being able to mitigate and manage the spread of risks during times of financial duress and have increasingly become recognized as complementary services to banks.

NBFCs have become integral for all business services, including loans and credit facilities, retirement planning, money markets, underwriting and merger activities. As such these companies play an important role in providing credit to the unorganized sector and for small borrowers at local level. Additionally, hire purchase finance is also the largest activity of NBFCs and the rapid growth of NBFCs has gradually blurred the lines between banks and NBFCs although commercial banks have retained importance. These NBFCs facilitate long term investment and financing, which is challenging for banking sector, and the growth of NBFCs widens range of products available for individuals/institutions with resources to invest.

Opportunities for NBFCs

Ongoing stress in public sector banks (PSUs) because of increasing bad debt, lending in rural areas deterioration has provided NBFCs with the opportunity to increase presence. The success of these NBFCs vs. PSUs can be attributed to product lines, lower cost, wider and effective reach, strong risk management capabilities to check and control bad debts, and a better understanding of customer segments versus banks. NBFCs have witnessed success in the passenger and commercial vehicle finance segments as well as growing AUM in personal loan and housing finance sector. Additionally, improving macro-economic conditions, higher credit penetrations, consumption themes and disruptive digital trends have influenced NBFC credit growth. Stress in public sector units (PSUs), underlying credit demand, digital disruption for MSMEs and SMEs as well as increased consumption and distribution access and sectors where traditional banks do not lend are major reasons for the switch from traditional banks to NBFCs.

Present NBFC Classifications and Industry Structure

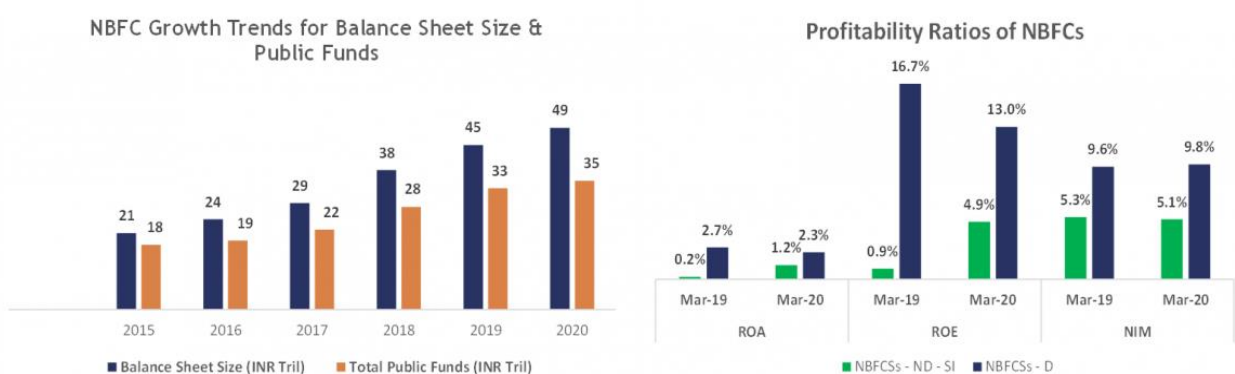


Source: RBI; Pradhan Mantri Jan Dhan Yojana; Indian Banks' Association - Indian Banking Sector 2020

As of May 31, 2023, there were 9,404 NBFCs registered with the RBI categorized as Asset Finance Companies, Loan Companies, Infrastructure Finance Companies (IFCs), Systematically Important Core Investment Company (NBFC – CIC – ND – SI), Infrastructure Debt Fund (NBFC – IDF) and Micro Finance Institutions (NBFC – MFIs).

NBFC Engines of Growth as Growth Drivers

NBFCs have also been an integral cornerstone of key financing to MSMEs, and been driven by significant growth in rural, small scale and unbanked sectors. Structural catalysts include a large vibrant start-up and entrepreneurial ecosystem which has created NBFC demand and government policy initiatives such as Pradhan Mantri Yojana and National Rural Financial plan further augmenting the industry. These include diversified financial needs of Indian economy driven by growth in lending, credit, and vehicle financing. As a result of these growth drivers, we see that NBFCs have seen bigger balance sheets & increasing public funds. Improved profitability ratios of NBFCs has been observed for NBFC-ND-SIs across metrics for ROA, ROE and NIMs with impressive returns Y-o-Y returns between 2019-2020. For NBFC-Ds the ROA has been relatively flat, ROE has declined while NIMs improved Y-o-Y for 2019-2020.



Source: RBI; Pradhan Mantri Jan Dhan Yojana; Indian Banks' Association - Indian Banking Sector 2020

Challenges in NBFC sector:

- Business is highly regulated, and it may be adversely affected by future regulatory changes.
- Financial performance is vulnerable to interest rate risk, as most of the funding is from banking channels.
- Greater competition from NBFCs/banks/fintech could impact growth in AUM and profits.

The Road Ahead

NBFC segments provides huge growth opportunities particularly after the development of last few years. We have witnessed reasonable degree of consolidation in the NBFC sector. Liability side stress in the sector has largely reduced in last couple of years led by focussed efforts from the regulators side. With the passing of the second COVID wave, the outlook is brightening. During the year under review, the balance sheet of NBFCs expanded at a faster rate than a year ago, driven essentially by growth in credit and investments of NBFCs-ND-SI.

Source : <https://www.investindia.gov.in/team-india-blogs/importance-nbfc-india> ;
https://m.rbi.org.in/scripts/BS_ViewBulletin.aspx?Id=21206#

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this entire Draft Letter of Offer. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read "Risk Factors" on page 20 of this Draft Letter of Offer, for a discussion of the risks and uncertainties related to those statements, as well as "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 72 and 75 respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Restated Financial Statements.

Overview

Our Company was originally incorporated as 'Panjon Finance Limited' at Gwalior, Madhya Pradesh on October 12, 1994 as a public limited company, under the Companies Act, 1956 and a Certificate of Incorporation was issued by the Registrar of Companies, Madhya Pradesh Gwalior. Thereafter our Company obtained a Certificate of Commencement on November 09, 1994. Subsequently, the name of our Company was changed to Viji Finance Limited via Shareholders Resolution dated September 11, 2012 pursuant to which fresh Certificate of Incorporation dated September 12, 2012 was issued by Registrar of Companies, Madhya Pradesh Gwalior. The Corporate Identification Number of our Company is L65192MP1994PLC008715. Our Company Viji Finance Limited ISO (9001:2015) is registered under section 45-IA of the Reserve Bank of India Act, 1934 to commence/carry on the business of a Non-Banking Financial Institution. Our Company is registered with the Reserve Bank of India ("RBI") as Non-Systemically Important Non-Deposit taking Non-Banking Finance Companies (NSI-ND-NBFC), Loan Company. The registration number is B-03.00080 vide the Certificate of Registration dated December 18, 2012.

M/s Panjon Limited, Mr. Nagin Kothari, Mr. Manoj Kothari, Mr. Jay Kothari, Mr. Vijay Kothari, Ms. Anju Kothari and Ms. Shilpa Kothari were the initial subscribers to the Memorandum of Association and initial Promoters of our Company, Currently Mr. Vijay Kothari and Ms. Shilpa Kothari are Promoters of our Company. One of our Promoters, Mr. Vijay Kothari, have extensive experience of finance industry and has been intimately involved in the business for over 29 years. Under his leadership, our Company has managed to develop a base in the Non-banking financial sector and have over the years, evolved, expanded and diversified to become an established NBFC.

As on the date of this Draft Letter of Offer the Promoters holds of 3,28,56,896 Equity Shares of Re. 1 each constituting 39.83 % of the paid-up capital of the company.

Our Business

Our Company was incorporated in the year 1994 and after completing 29 years, we continue to provide competitive and tailor- made financial services. Our company specializes in providing financial services to corporate entities and individuals, comprising of corporate finance, retail loans, gold loans and personal loans. Our primary focus lies within the Infrastructure, Housing, Infrastructural Development, Construction, and Vehicle Finance sectors in India. We actively contribute to project financing through the utilization of long-term investment instruments. Additionally, we offer tailored financial solutions for major groups, aiming to address the diverse financial needs of businesses and individuals across all classes.

Our Company is mainly into the business of fulfilling the financial requirements of all sections of the society. It has assisted many individuals and corporate by providing them with customised financial products and services which has given them access to low cost finance and in turn improve their standard of living and operations respectively. We have a bouquet of products to cater to different customer needs.

Set out below is a summary of our financial and operational performance, for the periods indicated.

(Amount in ₹ Lakhs)

Particulars	Quarter ended December 31, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
	<i>Unaudited Reviewed</i>	<i>Restated</i>		
Total Income from operations	137.58	208.42	122.03	92.04
EBITDA	59.51	109.23	57.92	65.60
Profit / (Loss) after Tax	14.82	43.30	44.03	44.66
Equity Share Capital	825.00	825.00	825.00	825.00
Net worth	1,218.38	1,203.74	1,160.44	1,116.41
Net Asset Value	1,218.38	1,203.74	1,160.44	1,116.41
Total Borrowings	1,145.91	919.52	467.53	355.15

Our Business Strategies

To brand our self globally:

To brand our self globally in order to come over with every needs of a corporate, organization and even an in “To delight our customers while building trust through our professional, innovative and customized financial solutions with integrity.

- To focus on the launch of new business lines i.e. Housing Finance, Gold Loan, Education Loan and Medical Equipment Loans.
- To meet with every emerging needs of the finance world.
- To turn our self as one of the leading NBFC company in all major sectors of India.
- To see our self on the top while assisting and supporting to all banking and finance aspects with worthy solutions.
- To launch multiple online platforms for the ease of our clients.
- To enhance customer relationships for the continuous growth of our organization.

Mission of our Company:

- To constantly add to our bouquet of products to meet with every emerging needs of the finance world.
- To turn our self into one of the leading NBFC company in all major sectors.
- To enhance customer relationships for the continuous growth of our organization while maintaining integrity.
- To provide our customers a state of the art experience by constantly updating and upgrading our technology and processes.
- To launch and expand deep into the affordable housing segment.
- To create range of products catering to both secured and unsecured lending segment.

Our Major Customers

The following is the revenue breakup on restated financial basis of the top five and top ten customers of our Company for the FY 2022-23 is as follows:

Particulars	For the period ended on December 31, 2023		FY 2022-23		FY 2021-22		FY 2020-21	
	Amounts (in Lakhs)	Percentage (%)	Amounts (in Lakhs)	Percentage (%)	Amounts (in Lakhs)	Percentage (%)	Amounts (in Lakhs)	Percentage (%)
Top 5 Customers	817.59	36.26%	596.45	30.09%	665.13	40.38%	648.32	43.76%
Top 10 Customers	1299.71	57.65%	1019.23	51.42%	990.58	60.13%	904.45	61.05%

M/s. Shyam Nagori & Company, Statutory Auditors by their certificate dated February 02, 2024.

Our Subsidiaries

Our company has made disinvestment in Viji Housing Finance Limited vide Share Purchase Agreement dated January 10, 2024 & ceases to be our subsidiary company as the date of Draft Letter of Offer

Competition

We may face competition from organized as well as unorganized players in the domestic market. The financial services industry is highly competitive, and we expect competition to intensify in the future. We may face competition in the lending business from domestic and international banks as well as other NBFCs, fintech lending platforms and private unorganized lenders. Banks are increasingly expanding into retail loans in the rural and semi-urban areas of India. We may be exposed to the risk that these banks continue to expand their operations into the markets in which we operate, which would result in greater competition and lower spreads on our loans. In particular, many of our competitors may have operational advantages in terms of access to cost-effective sources of funding and in implementing new technologies and rationalising related operational costs. Competition in our industry depends on, amongst others, the ongoing evolution of government and regulatory policies, the entry of new participants and the extent to which there is consolidation among banks and financial institutions in India.

Collaborations/Tie Ups/ Joint Ventures

As on date of this Draft Letter of Offer, we do not have any Collaboration/Tie Ups/ Joint Ventures.

Human Resources



We believe that our employees are key contributors to our business success. As on December 31, 2023, we have 4 [Four] employees, who look after our business operations, management administrative, secretarial, Legal functions in accordance with their respective designated goals.

Following is a department wise employee break-up:

Department	Number of Employees
Accounts and Finance	3
Secretarial and Legal	1
Total	4

Intellectual Property

Our Company does not own any intellectual property rights as on date of this Draft Letter of Offer except.

Sr. No.	Brand Name/Logo Trademark	Class/Temp#	Nature of Trademark/Copyright and registration number	Owner	Date of Registration/ Application & Validity	Authority
1.		2467860	Nature of Copyright: Logo	Viji Finance Limited	Date of Application: 29/01/2013	Trade Marks Registry, Mumbai
2.		3432947	Nature of Copyright: Logo	Viji Finance Limited	Date of Application: 14/12/2016	Trade Marks Registry, Mumbai

Corporate Social Responsibility

We as a responsible corporate citizen are committed to take up different developmental projects, towards improving the quality of lives of the underprivileged sections of the society and other stakeholders. We are not

required to constitute a Corporate Social Responsibility Committee as our Company does not fall within purview of Section 135(1) of the Companies Act, 2013. We are also not required to formulate a policy on corporate social responsibility.

Insurance

We do not have any insurance policy as on the date of this Draft Letter of Offer except.

Sr. No.	Name of the Insurance Company	Type of Policy	Validity Period up to	Policy No.	Sum Insured (₹ in Lakhs)	Premium p.a. (₹ in Lakhs)
1	SBI General Insurance Company Limited	Private car Standalone own damage policy	20 October 2024	TIL/10779507	29.71	0.59
2	TATA AIG Insurance	Auto Secure - Standalone Own Damage Private Car Policy	29 March 2024	6201326965 00 00	1,57.68	1.72

Our Immovable Properties

We carry out business operations from the following properties:

a) *Owned property:*

Sr. No.	Particulars of the Property	Usage
	Nil	

b) *Leasehold/Rental property:*

Sr. no.	Details of the Deed/Agreement	Particulars of the property, description and area	Consideration	Usage
1	Lease Agreement	11/2, Usha Ganj Jaora Compound Indore, Madhya Pradesh 452001, India	Rs. 1,00,000 per month	Registered Office

OUR MANAGEMENT

Board of Directors

The composition of the Board is governed by the provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Articles of Association. In accordance with the Articles, unless otherwise determined by our Company in general meeting, our Company shall not have more than 15 Directors. As at the date of this Draft Letter of Offer, our Board comprises of 5 Directors, including one as Managing Director, one as Whole Time Director, one as Non-Executive Non - Independent Directors and two as Non-Executive Independent directors (including two woman Director).

The following table provides details regarding the Board of Directors of our Company as at the date of filing this Draft Letter of Offer:

Name, address, designation, occupation, term, period of directorship, DIN and date of birth	Age (in years)	Other directorships
<p>Name: Mr. Vijay Kothari</p> <p>DIN: 00172878</p> <p>Date of Birth: January 01, 1967</p> <p>Designation: Chairman & Managing Director</p> <p>Address: E-42, Saket Nagar, Tilaknagar, Indore, Madhya Pradesh 452018, India.</p> <p>Occupation: Business</p> <p>Term: Appointed as Managing Director for a period of 3 years with effect from May 20, 2022</p> <p>Original Date of Appointment: October 12, 1994</p> <p>Nationality: Indian</p>	57	<p>Indian Companies:</p> <ol style="list-style-type: none"> 1. Aryasri Infra Private Limited 2. Viji Housing Finance Limited 3. Viji Bioscience Private Limited 4. EBOT Technosoft Limited <p>Limited Liability Partnership: NIL</p>
<p>Name: Mr. Nitesh Gupta</p> <p>DIN: 09248507</p> <p>Date of Birth: January 01, 1977</p> <p>Designation: Whole Time Director</p> <p>Address: Flat no. 202, Navya Regency 62-63, Padmavati Colony, Indore, Madhya Pradesh 452001, India.</p> <p>Occupation: Business</p> <p>Term: Appointed as Whole Time Director for a period of 3 years with effect from July 27, 2021</p>	47	<p>Indian Companies:</p> <ol style="list-style-type: none"> 1. Brightwood Education Management Pvt Ltd. <p>Limited Liability Partnership: NIL</p>

Name, address, designation, occupation, term, period of directorship, DIN and date of birth	Age (in years)	Other directorships
<p>Original Date of Appointment: July 27, 2021</p> <p>Nationality: Indian</p>		
<p>Name: Mr. Aryaman Kothari</p> <p>DIN: 09324877</p> <p>Date of Birth: June 12, 2001</p> <p>Designation: Non-Executive Non-Independent Director</p> <p>Address: E-42, Saket Nagar, Tilaknagar, Indore, Madhya Pradesh 452018, India.</p> <p>Occupation: Business</p> <p>Term: Liable to retire by rotation</p> <p>Original Date of Appointment: June 28, 2022</p> <p>Nationality: Indian</p>	23	<p>Indian Companies: 1. Viji Bioscience Private Limited</p> <p>Limited Liability Partnership: NIL</p>
<p>Name: Ms. Palak Malviya</p> <p>DIN: 07795827</p> <p>Date of Birth: December 10, 1990</p> <p>Designation: Non-Executive Independent Director</p> <p>Address: 943, Sudama Nagar, Near Mata mandir, Indore, Madhya Pradesh – 452009, India</p> <p>Term: For a period of 5 years from February 12, 2024</p> <p>Original Date of Appointment: February 12, 2024</p> <p>Nationality: Indian</p>	33	<p>Indian Companies: 1. Signet Industries Limited 2. Worth Peripherals Limited</p> <p>Limited Liability Partnership: NIL</p>

Name, address, designation, occupation, term, period of directorship, DIN and date of birth	Age (in years)	Other directorships
<p>Name: Ms. Sakshi Chourasiya</p> <p>DIN: 09370037</p> <p>Date of Birth: August 24, 1991</p> <p>Designation: Non-Executive Independent Director</p> <p>Address: 302-E Block, Nilgiri, Kalindi Mid Town Village, Devguradiya, Kanadia Road, Indore, Madhya Pradesh 452016, India</p> <p>Occupation: Business</p> <p>Term: For a period of 5 years from October 25, 2021</p> <p>Original Date of Appointment: October 25, 2021</p> <p>Nationality: Indian</p>	32	<p>Indian Companies: NIL</p> <p>Limited Liability Partnership: NIL</p>

Mr. Vijay Kothari, age 57 years is the Promoter, Chairman and Managing Director of our company. He has been Director of our Company since October 12, 1994. He has completed his Bachelor's of Commerce from Devi Ahilya Vishwavidhyalaya, Indore. He has over 29 years of experience in the field of financial services. He is responsible for setting policies, overseeing management decisions, and ensuring that the organization operates ethically and in compliance with relevant laws and regulations. He holds Directorship in other companies also viz. Viji Housing Finance Limited, Viji Bioscience Private Limited and Aryasri Infra Private Limited.

Mr. Nitesh Gupta, age 47 years is the Whole Time Director of our company. He has been Director of our Company since July 27, 2021. He has completed his Master of Commerce from Rani Durgavati Vishwavidhyalaya, Jabalpur (M.P.). He has over 19 years of experience in field of financial services. In his previous stint, he has worked with Bajaj Auto Finance Limited, ICICI Bank Limited, Mahindra Home Finance. He presently looks after the finance & administrative activities of the Company.

Mr. Aryaman Kothari, age 23 years is the Non-Executive Non-Independent Director of our company. He has been Director of our Company since June 28, 2022. He is pursuing Bachelor of Management Studies. He has more than 1 years of experience in field of financial services. He is currently assisting executive team to manage risks in our Company and also evaluates the performance of the management team of our Company.

Ms. Palak Malviya, aged 33 years, is the Non-Executive Independent Director of our Company and was appointed with effect from February 12, 2024. She holds a Bachelor's degree in Commerce from Devi Ahilya Vishwavidhyala, Indore. She also holds a Bachelor's degree in Law (Honours) from the Devi Ahilya Vishwavidhyala, Indore. She is an Associate member of The Institute of Company Secretaries of India with membership number ACS 32241. She has more than 10 years of experience in the field of secretarial compliances. In her Previous stints, she has worked with Madhya Pradesh Stock Exchanges Limited and Dhanuka Soya Private Limited.

Ms. Sakshi Chourasiya, age 32 years is the Non-Executive Independent Director of our company. She has been Director of our Company since October 25, 2021. She has completed her Bachelor of Technology from Yagyavalkya Institute of Technology, Jaipur. She has over 10 years of experience in field of Education services and was working in various roles at CatalyseR Eduventures (India) Private Limited, Vibrant Academy (India) Private Limited, Optimus Infotech, and Vedantu Innovations Private Limited in her previous stint.

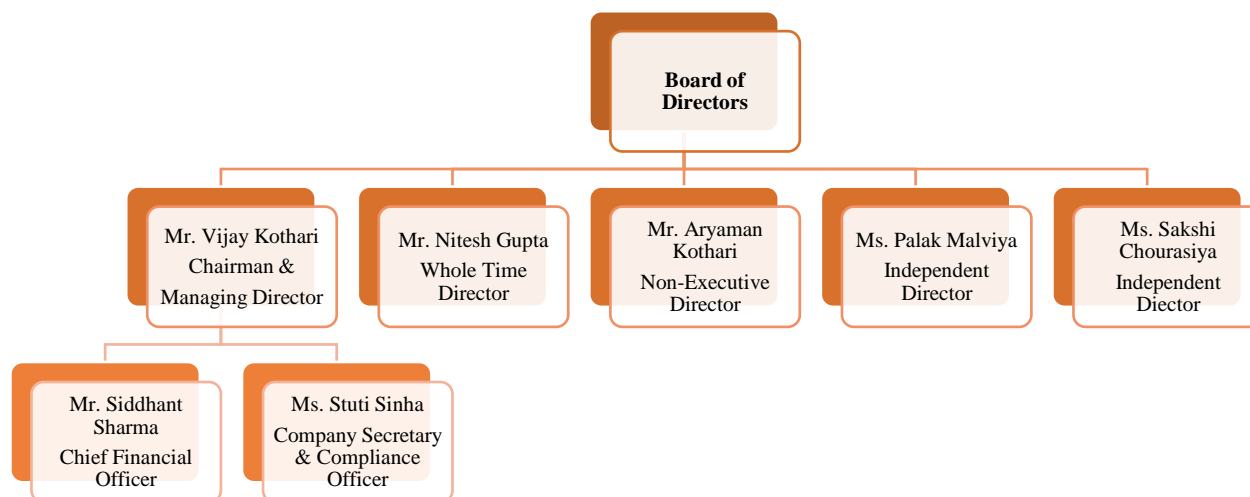
Confirmations

1. None of the Directors of our Company have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the stock exchanges in the five years preceding the date of filing of this Draft Letter of Offer, during the term of his/ her directorship in such company.

2. Further, none of our Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any stock exchange(s) at any time in the past.

Management Organization Structure

The following is the Organisation Structure of our Company:



Corporate Governance

Our company has claimed exemption under Regulation 15(2) of Chapter of IV of SEBI (LODR) Regulations, 2015 with relation to corporate governance provisions as paid up equity share capital does not exceed rupees Ten crore and net worth does not exceed rupees Twenty Five crores as on the last day of the previous financial year. Further company shall comply with the corporate governance provisions with in prescribed time as and when they become applicable to the Company.

We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI (ICDR) Regulations, in respect of corporate governance including constitution of our Board and Committees thereof. Our corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act. Our Board functions either directly, or through various committees constituted to oversee specific operational areas.

Committees of our Board

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

- a) Audit Committee;
- b) Stakeholders' Relationship Committee;
- c) Nomination and Remuneration Committee; and
- d) Rights Issue Committee

Details of each of these committees are as follows:

a. Audit Committee

Our Audit Committee was last reconstituted by our Board of Directors in their meeting held on February 12, 2024 with the following members forming a part of the said Committee:

Sr. No.	Name of Member	Designation
1.	Ms. Sakshi Chourasiya	Chairperson
2.	Ms. Palak Malviya	Member
3.	Mr. Aryaman Kothari	Member

The Company Secretary acts as the secretary of the Audit Committee.

The scope, functions and the terms of reference of our Audit Committee, is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations which are as follows:

1. oversight of the listed entity'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 listed entity;
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 utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement, 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 listed entity with related parties;
9. scrutiny of inter-corporate loans and investments;
10. valuation of undertakings or assets of the listed entity, 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 rupees 100 crore 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.
22. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
 23. To mandatorily review the following information:
 - a) management discussion and analysis of financial condition and results of operations;
 - b) management letters / letters of internal control weaknesses issued by the statutory auditors;
 - c) internal audit reports relating to internal control weaknesses; and
 - d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 - e) statement of deviations:
 - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

As required under the SEBI Listing Regulations, the Audit Committee meets at least four times a year with maximum interval of 120 days between two meetings and the quorum for each meeting of the Audit Committee is two members or one third of the number of members of the Committee, whichever is greater, provided that there a minimum of two independent directors are present.

b. Stakeholders Relationship Committee

Our Stakeholders Relationship Committee was last reconstituted by our Board of Directors in their meeting held on February 12, 2024. The members of the said Committee are as follows:

Sr. No.	Name of Member	Designation
1.	Ms. Sakshi Chourasiya	Chairperson
2.	Ms. Palak Malviya	Member
3.	Mr. Aryaman Kothari	Member

The Company Secretary acts as the secretary of the Stakeholders Relationship Committee.

The scope and function of the Stakeholders Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations and the terms of reference, powers and scope of the Stakeholders Relationship Committee of our Company include:

1. Resolving the grievances of the security holders of the listed entity 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.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

As required under the SEBI Listing Regulations, the Stakeholders Relationship Committee meets at least once a year, and the chairperson of the committee shall be present at the Annual General Meetings to answer queries of the security holders. The quorum for the meeting of this Committee shall be either two members or one third of the members of the Committee whichever is greater, including at least one independent director in attendance.

c. Nomination and Remuneration Committee

Our Nomination and Remuneration Committee was last reconstituted by our Board of Directors in their meeting held on February 12, 2024 with the following members:

Sr. No.	Name of Member	Designation
1.	Ms. Sakshi Chourasiya	Chairperson
2.	Ms. Palak Malviya	Member
3.	Mr. Aryaman Kothari	Member

The Company Secretary acts as the secretary of the Nomination and Remuneration Committee.

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations and the terms of reference, powers and role of our Nomination and Remuneration Committee are as follows:

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;
- 1A 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.
2. formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. devising a policy on diversity of board of directors;
4. 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.
5. 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.
6. recommend to the board, all remuneration, in whatever form, payable to senior management.

As required under the SEBI Listing Regulations, the Nomination and Remuneration Committee shall meet at least once a year, and the chairperson of the committee shall be present at the Annual General Meetings to answer queries of the shareholders. The quorum for each meeting of the said committee shall be either two members or one-third of the members of the committee whichever is greater, including at least one independent director in attendance.

d. Rights Issue Committee

The Rights Issue Committee was constituted by our Board of Directors in their meeting held on February 12, 2024 with the following members forming a part of the said Committee:

Sr. No.	Name of Member	Designation
1.	Ms. Sakshi Chourasiya	Chairperson
2.	Ms. Palak Malviya	Member
3.	Mr. Aryaman Kothari	Member

Our Key Managerial Personnel

In addition to our Managing Director and Whole-Time Director whose details have been provided under paragraph above titled '*Brief Profile of our Directors*', set forth below are the details of our Key Managerial Personnel as on the date of filing of this Draft Letter of Offer:

Mr Siddhant Sharma, aged 30 years, is the Chief Financial Officer of our Company and was appointed from August 08, 2014. He has completed his Master of business Administration from Devi Ahilya Vishwavidhyala, Indore and Bachelor Degree of Commerce from Devi Ahilya Vishwavidhyala, Indore. He has more than 9 years of experience in the banking and finance sector.

Ms. Stuti Sinha, aged 30 years, is the Company Secretary and Compliance Officer of our Company and was appointed with effect from April 01, 2016. She holds a Bachelor's degree in Commerce from Devi Ahilya Vishwavidhyala, Indore. She also holds a Bachelor's degree in Law (Honours) from the Devi Ahilya Vishwavidhyala, Indore. She is an Associate member of The Institute of Company Secretaries of India with membership number ACS 42371. She has more than 7 years of experience in the field of secretarial compliances. She is responsible for handling corporate secretarial and compliance work of our company.

All our Key Managerial Personnel are permanent employees of our Company.

None of our Key Managerial Personnel are entitled to receive any termination or retirement benefits.

Relationship of Key Managerial Personnel with our Key Managerial Personnel

Except as disclosed below, none of the key managerial personnel are related to each other.

Mr. Siddhant Sharma and Ms. Stuti Sinha are Spouses to each other.

OUR PROMOTERS

Our Promoters are Mr. Vijay Kothari and Ms. Shilpa Kothari as on date of this Draft Letter of Offer, the Promoters of our Company hold, in aggregate of 3,28,56,896 Equity Shares constituting 39.83% of our issued, subscribed and paid-up equity share capital.

Our Company confirms that the permanent account number, bank account number and passport number in case of our Individual Promoters shall be submitted to the Stock Exchanges at the time of filing this Draft Letter of Offer.

Our Individual Promoters:

Mr. Vijay Kothari

For details of the educational qualifications, experience, other directorships, positions / posts held by our Individual Promoter, please see the chapter titled “*Our Management*” on page 61 of this Draft Letter of Offer.

Ms. Shilpa Kothari, age 52 years is the Promoter of our company. She holds Bachelor of Science from K. J. Somaiya College of Science & Commerce and Diploma in Medical Laboratory Technology from K. J. Somaiya College of Science & Commerce. She has 14 years of Experience in Education Industry. She is an administrative Assistant cum Management Executive in Bright Higher Secondary School and currently handles the overall Business Operations of our Company.

Confirmations

1. None of our Promoters have been declared as wilful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or are currently pending against them.
2. Our Promoters have not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
3. None of our Promoters or Promoter Group entities have been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.
4. Except as disclosed in the ‘*Outstanding Litigation and Material Developments - Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals*’ on page 93 of this Draft Letter of Offer, there is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 (five) years preceding the date of the Issue against our Promoters.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, during the last three Fiscals, as per the requirements under the relevant accounting standards and as reported in the Restated Financial Information, see section titled “*Restated Financial Information*” at page 72 of this Draft Letter of Offer.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited, consolidated net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements of our Company is currently availing of or may enter into to finance our fund requirements for our business activities.

Dividends paid on Equity Shares:

We have not paid any dividends for the last 3 years. For details in relation to the risk involved, see “*Risk Factor No. 12 – “Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.”*” on page 20 of this Draft Letter of Offer.

SECTION V – FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

S. No.	Details	Page Number
1.	Restated Audited Consolidated Financial Statements as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021.	F-1
2.	Unaudited Limited Review Financial Statements for nine months ended December 31, 2023	F-42
3.	Accounting Ratios	73
4.	Statement of Capitalisation	74

(The remainder of this page has been intentionally left blank)

SHYAM NAGORI & COMPANY

Chartered Accountant,

109, Kailash Park Colony Geeta Bhawan Indore 452001 (M.P.)

Email –cashyamnagori@gmail .com +91-98261-54009

RESTATED FINANCIAL STATEMENTS

**Independent Auditor’s Report on Restated Financial Information of Viji Finance Limited
(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies
(Prospectus and Allotment of Securities) Rules, 2014)**

To,
The Board of Directors
Viji Finance Limited
11/2, Usha Ganj,
Jaora Compound,
Indore, Madhya Pradesh – 452001

Dear Sir/Ma’am,

1. We have examined the attached Restated Financial Information of **Viji Finance Limited** (hereinafter referred as “the Company” or the “Issuer”) comprising the Restated Statement of Assets and Liabilities of the Company as at March 31, 2023, March 31, 2022, and March 31, 2021, the Restated Statements of Profit and Loss of the company, the Restated Cash Flow Statement of the company and the Restated Statement of Changes in Equity for the period ended on March 31, 2023, March 31, 2022, and March 31, 2021, the Summary Statement of Significant Accounting Policies adopted by the company and notes to the restated financial information (collectively hereinafter referred as “Restated Financial Statement” or “Restated Financial Information”), as approved by the Board of Directors of the Company at their meeting held on 12th Feb , 2024 for the purpose of inclusion in the Draft Letter of Offer (“DLOO”) prepared by the Company in connection with its proposed Rights Issue Offer of equity shares (“Rights Issue”) at BSE, NSE and CSE Limited.
2. These restated Summary Statement have been prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Act”);
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).
3. The Company’s Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Letter of Offer (“DLOO”) to be filed with Securities and Exchange Board of India (“SEBI”), the relevant Stock Exchanges (“BSE, NSE and CSE”) and Registrar of Companies, Madhya Pradesh (“ROC”) in connection with the proposed Rights Issue. The Restated Financial Information of the company have been extracted and prepared by the management of the

Company on the basis of preparation stated in Annexure IV to the Restated Financial Information. The Board of Directors of the Company responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

4. We have examined such Restated Financial Information taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 2nd Feb, 2024 in connection with the proposed Rights Issue of equity shares of the Issuer;
 - b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
 - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Rights Issue.
5. This Restated Financial Information have been compiled by the management from:
 - a) Audited financial statements of the Company as at and for the period ended March 31, 2023, March 31, 2022, and March 31, 2021, prepared in accordance with the Indian Accounting Standards (“Ind-AS”) which have been approved by the Board of Directors at their meeting held on 28th April, 2023, 20th May, 2022 and 30th June, 2021 respectively.
6. For the purpose of our examination, we have relied on:
 - b) Auditors’ Report issued by M/s. Shyam Nagori & Company dated 28th April, 2023, 20th May, 2022 and 30th June, 2021 on the financial statements of the company as at and for the period ended March 31, 2023, March 31, 2022 and March 31, 2021 respectively, as referred in Paragraph 5(a) above.

Reliance has been placed on the restated statement of assets and liabilities and the restated statements of profit and loss and cash flow statements, the Summary Statement of Significant Accounting Policies adopted by the company and notes to the restated financial information (collectively hereinafter referred as “Restated Financial Statement” or “Restated Financial Information”) examined by us for the said years.

7. Based on our examination and according to the information and explanations given to us, we report that:
 - a) The “Restated Summary Statement of Assets and Liabilities” as set out in **Annexure I** to this report, of the Company as at and for period ended on March 31, 2023, March 31, 2022 and March 31, 2021 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Assets and Liabilities have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.

- b) The “Restated Summary Statement of Profit and Loss” as set out in **Annexure II** to this report, of the Company as at and for the period ended March 31, 2023, March 31, 2022 and March 31, 2021 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.
- c) The “Restated Summary Statement of Cash Flow” as set out in **Annexure III** to this report, of the Company as at and for the period ended March 31, 2023, March 31, 2022 and March 31, 2021 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.
- d) The Restated Standalone Summary Statement have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
- e) The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years to which they relate, if any and there are no qualifications which require adjustments;
- f) Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;
- g) There were no qualifications in the Audit Reports issued by the Statutory Auditors as at and for the period ended March 31, 2023 and March 31, 2022 and March 31, 2021.
- h) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in Annexure IV to this report;
- i) Adjustments in Restated Summary Statements have been made in accordance with the correct accounting policies, which includes the impact of adjustments for Deferred Tax Assets/Liabilities made basis in the Restated Summary Statements;
- j) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;
- k) The company has not proposed any dividend in past effective for the said period.
8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company as at and for the period ended March 31, 2023 March 31, 2022 and March 31, 2021 proposed to be included in the Draft Letter of Offer (“DLOO”).

Annexure No.	Particulars
I	Restated Statement of Assets & Liabilities
II	Restated Statement of Profit & Loss
III	Restated Cash Flow Statement
IV (A)	Statement of Significant Accounting Policies & Notes
IV (B)	Reconciliation of Restated Profit
IV (C)	Reconciliation of Restated Equity/ Net Worth
IV (D)	Restated Statement of Changes in Equity
V	Restated Statement of Cash and Cash Equivalents

VI	Restated Statement of Bank balance other than cash and cash equivalents
VII	Restated Statement of Receivables
VIII	Restated Statement of Loans
IX	Restated Statement of Investments
X	Restated Statement of Other financial Assets
XI	Restated Statement of Deferred Tax Assets/ Liability
XII	Restated Statement of Property, Plant and Equipment
XIII	Restated Statement of Other Payables
XIV	Restated Statement of Borrowings (other than debt securities)
XIVA-B	Restated Statement of Nature of Security & Terms of repayment for Long/ Short Term Borrowings including Current Maturities
XV	Restated Statement of current tax liability
XVI	Restated Statement of Provisions
XVII	Restated Statement of Equity share capital
XVIII	Restated Statement of Other Equity
XIX	Restated Statement of interest income
XX	Restated Statement of fees and commission income
XXI	Restated Statement of other income
XXII	Restated Statement of finance cost
XXIII	Restated Statement of employee benefit expenses
XXIV	Restated Statement of Depreciation, Amortisation and impairment
XXV	Restated Statement of other expenses
XXVI	Restated Statement of earnings per share (EPS)
XXVII	Note on Loans & Advances
XXVIII	Note on Compliance of RBI Guidelines
XXIX	Statement of Assets classification & Provision
XXX	Note on Expenditure in Foreign Currency
XXXI	Note on Employees Benefits
XXXII	Note on Contingent Liabilities
XXXIII	Note on additional information of enterprises consolidated
XXXIV	Note on Segment Reporting
XXXV	Note on MSME
XXXVI	Note on Realization of current assets, loans and advances
XXXVII	Restated statement of Related Party Transactions
XXXVIII	Notes on reclassification of Previous year's figures
XXXIX	Note on Capital Adequacy Ratio
XXXX	Restated Statement of Capitalization
XXXXI	Restated statement of Tax Shelter
XXXXII	Note on Fair Value Measurement
XXXXIII	Note on Risk Management framework
XXXXIV	Note on Capital Management
XXXXV	Note on Maturity Analysis of Assets and Liabilities
XXXXVI	Note on Additional Regulatory Information
XXXXVII	Additional disclosures as required by the Reserve Bank of India
XXXXVIII	Note on the Comparison of IRCAP and impairment allowances as per Ind-AS 109
XXXXIX	Note on Events occurring after Reporting Date

9. We, M/s. Shyam Nagori & Company, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI which is valid till 31st January 2026.
10. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim financial statements and audited financial statements mentioned in paragraph 5 above.

11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by the Auditor, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Letter of Offer (“DLOO”) to be filed with Securities and Exchange Board of India (“SEBI”), the relevant stock exchanges (“BSE, NSE and CSE”) and Registrar of Companies, Madhya Pradesh (“ROC”) in connection with the proposed Rights Issue. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For M/s. Shyam Nagori & Company
Chartered Accountants
Firm’s Reg No. 004573C

CA. Shyam Kumar Nagori
Proprietor
Membership No. 073609
PAN : AAPPN8116P

Place: Indore
Date:12th Feb , 2024
UDIN: 24073609BKFACT5322

VIJI FINANCE LIMITED

ANNEXURE – I

RESTATEMENT OF ASSETS AND LIABILITIES

Particulars	Annexure	(Rs. in Lakhs)		
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
ASSETS				
1 Financial Assets				
(a) Cash and cash equivalents	V	16.67	7.09	56.73
(b) Bank Balance other than (a) above	VI	1.31	2.06	3.49
(c) Derivative financial instruments		-	-	-
(d) Receivables	VII			
(I) Trade Receivables		-	-	3.00
(II) Other Receivables		-	-	-
(e) Loans	VIII	1,981.98	1,647.23	1,481.63
(f) Investments	IX	5.02	5.63	5.28
(g) Other Financial assets	X	20.24	15.31	4.69
2 Non-financial Assets				
(a) Inventories		-	-	-
(b) Current tax assets (Net)		-	-	-
(c) Deferred tax Assets (Net)	XI	-	0.68	0.97
(d) Property, Plant and Equipment	XII	230.06	68.35	18.62
(e) Intangible assets		0.17	-	-
(f) Other non-financial assets		-	-	-
Total Assets		2,255.45	1,746.35	1,574.41
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	XIII	27.93	39.70	42.73
(c) Debt Securities		-	-	-
(d) Borrowings (Other than Debt Securities)	XIV	919.52	467.53	355.15
(e) Deposits		-	-	-
(f) Subordinated Liabilities		-	-	-
(g) Other financial liabilities		-	-	-
2 Non-Financial Liabilities				
(a) Current tax liabilities (Net)	XV	15.39	5.22	15.45
(b) Provisions	XVI	88.23	73.46	44.68
(c) Deferred tax liabilities (Net)	XI	0.64	-	-
(d) Other non-financial liabilities		-	-	-
3 EQUITY				
(a) Equity Share capital	XVII	825.00	825.00	825.00
(b) Other Equity	XVIII	378.74	335.44	291.41
Total Liabilities and Equity		2,255.45	1,746.35	1,574.41

As per our report of even date

As per our report of even date

For Shyam Nagori & Co.

Chartered Accountants

FRN: 004573C

Shyam Kumar Nagori

Proprietor

Membership No. 073609

PAN : AAPPN8116P

UDIN-24073609BKFACT5322

12th Feb 2024, Indore

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

Nitesh Gupta

Whole Time Director

DIN : 09248507

Stuti Sinha

Company Secretary

Membership No. A42371

Vijay Kothari

Chairman & Managing Director

DIN : 00172878

Siddhant Sharma

Chief Financial Officer

VIJI FINANCE LIMITED

ANNEXURE – II

RESTATED STATEMENT OF PROFIT & LOSS

Particulars	Notes	(Rs. in Lakhs)		
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Revenue from operations				
(i) Interest Income	XIX	208.28	121.63	92.04
(ii) Fees and commission Income	XX	0.14	0.40	-
(iii) Others (to be specified)		-	-	-
(I) Total Revenue from operations		208.42	122.03	92.04
(II) Other Income (to be specified)	XXI	0.54	5.07	2.40
(III) Total Income (I+II)		208.96	127.10	94.44
Expenses				
(i) Finance Costs	XXII	14.59	5.64	3.87
(ii) Fees and commission expense		-	-	-
(iii) Employee Benefits Expenses	XXIII	66.48	33.75	9.12
(iv) Depreciation, amortization and impairment	XXIV	35.17	7.81	4.89
(v) Others expenses (to be specified)	XXV	32.71	30.37	17.33
(IV) Total Expenses (IV)		148.95	77.57	35.20
(V) Profit / (loss) before exceptional items and tax (III-IV)		60.01	49.54	59.24
(VI) Exceptional items		-	-	-
(VII) Profit/(loss) before tax (V-VI)		60.01	49.54	59.24
(VIII) Less:-Tax Expense:				
(1) Current Tax		15.39	5.22	15.45
(2) Deferred Tax		1.32	0.29	(0.87)
(IX) Profit/(loss) for the period from continuing operations(VII-VIII)		43.30	44.03	44.66
(X) Profit/(loss) from discontinued operations		-	-	-
(XI) Profit/(loss) for the period (IX+X)		43.30	44.03	44.66
(XII) Other Comprehensive Income		-	-	-
(XIII) Total Comprehensive Income for the period (XI+XII) (Comprising Profit (Loss) and other Comprehensive Income for the period)		43.30	44.03	44.66
(XIV) Earnings per equity share (for continuing operations)				
Basic (Rs.)		0.05	0.05	0.05
Diluted (Rs.)		0.05	0.05	0.05

As per our report of even date

As per our report of even date

For Shyam Nagori & Co.

Chartered Accountants

FRN: 004573C

Shyam Kumar Nagori

Proprietor

Membership No. 073609

PAN : AAPPN8116P

UDIN-24073609BKFACT5322

12th Feb 2024, Indore

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

Nitesh Gupta

Whole Time Director

DIN : 09248507

Stuti Sinha

Company Secretary

Membership No. A42371

Vijay Kothari

Chairman & Managing Director

DIN : 00172878

Siddhant Sharma

Chief Financial Officer

VIJI FINANCE LIMITED

ANNEXURE – III

RESTATED CASH FLOW STATEMENT

(Rs. in Lakhs)

	Particulars	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
A	CASH FLOW FROM OPERATING ACTIVITIES			
	Profit before exceptional items and taxes	60.01	49.54	59.24
	Adjustments to reconcile profit before tax to net cash flows:			
	Add: Non-cash expenses			
	Depreciation, amortization and impairment	35.17	7.81	4.89
	Bad debts and write offs			
	Share based payments to employees			
		95.18	57.35	64.13
	Less: Income considered separately			
	Interest income on investments			
	Dividend income			
	Net gain on derecognition of property, plant and equipment			
	Net gain / (loss) on valuation /saleof investments	0.54	0.35	
		94.64	57.00	64.13
	Operating profit before working capital changes			
	Changes in -			
	Loans	(334.75)	(165.63)	25.22
	Trade receivables		3.00	0.25
	Interest accrued on other deposits			
	Other financial assets	(4.93)	(10.58)	5.77
	Other financial liabilities			
	Other non-financial assets			
	Other Payables	(11.99)	(2.17)	(7.24)
	Other non-financial liabilities			
	Derivative financial instruments			
	Provisions	9.78	12.88	(15.66)
	Cash used in operations	(247.25)	(105.50)	72.47
	Income taxes paid (net of refunds)			
	NET CASH USED IN OPERATING ACTIVITIES (A)	(247.25)	(105.50)	72.47
B	CASH FLOW FROM INVESTING ACTIVITIES			
	Purchase of Property, plant and equipment and intangible assets	(197.02)	(57.95)	
	Proceeds from sale of Property, plant and equipment			
	Purchase of investments at FVTPL			
	Proceeds from sale of investments at FVTPL	1.15		
	Purchase of investments at cost			
	Proceeds from / (Investments in) term deposits with banks (net)			
	Dividend income received			
	Interest income received on investments			
	Change in Earmarked balances with banks			(1.98)
	NET CASH GENERATED FROM / (USED IN) INVESTING	(195.87)	-	(1.98)
C	CASH FLOW FROM FINANCING ACTIVITIES			
	Proceeds from issue of Equity shares (net of issue expenses)			
	Expenses incurred on issuance of Non-convertible debentures			
	Proceeds from borrowings through Debt Securities			
	Repayment of borrowings through Debt Securities			
	Proceeds from Borrowings (Other than Debt Securities)	451.97	112.37	
	Repayment of Borrowings (Other than Debt Securities)			(29.84)
	Increase / (decrease) in Fixed deposits (net)			
	Payments for principal portion of lease liability			
	Dividend paid (including tax on dividend)			
	NET CASH GENERATED FROM FINANCING ACTIVITIES (C)	451.97	112.37	(29.84)
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	8.83	(51.07)	40.65
	Cash and Cash Equivalents at the beginning of the year	9.15	60.22	19.57
	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	17.98	9.15	60.22

As per our report of even date
As per our report of even date
For Shyam Nagori & Co.
Chartered Accountants
FRN: 004573C

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

Shyam Kumar Nagori
Proprietor
Membership No. 073609
PAN : AAPPN8116P
UDIN-24073609BKFACT5322
12th Feb 2024, Indore

Nitesh Gupta
Whole Time Director
DIN : 09248507

Vijay Kothari
Chairman & Managing Director
DIN : 00172878

Stuti Sinha
Company Secretary
Membership No. A42371

Siddhant Sharma
Chief Financial Officer

ANNEXURE IV (A)

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FORMING PART OF RESTATED FINANCIAL INFORMATION

1 COMPANY INFORMATION

Viji Finance Limited ("VFL" or 'the Company') is a public limited company incorporated on 12th October 1994 having (CIN: L65192MP1994PLC008715) under the provisions of Companies Act.

The Company is domiciled in India having its registered office at 11/2, Ushaganj, Jaora Compound Indore, 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).

The registration details are as follows:

Reserve Bank of India Registration no : B-03.00080 Dated 29th October, 1998.

Corporate Identity Number (CIN) : L65192MP1994PLC008715

The Parent Company together with its subsidiary, hereinafter, collectively referred to as the 'Group'.

The Parent Company is in the business of giving loans to Micro Enterprise and also give loan against gold, which offers superior yields with almost liquid security assets. The Parent Company also gives unsecured personal loans and unsecured business loans.

STATEMENT OF COMPLIANCE

These financial statements of the Company have been prepared in accordance with Indian Accounting Standards as per the Companies (Indian Accounting Standards Rules, 2015) as amended and notified under Section 133 of the Companies Act, 2013 and the other relevant provisions of the Act.

2 SIGNIFICANT ACCOUNTING POLICIES

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

Restated Financial Information of the Group comprises of the Restated Consolidated Statement of Assets and Liabilities as at, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income) ; Restated consolidated Statement of Assets and Liabilities as at 31 March 2023, 31 March 2022 and 31 March 2021, Restated consolidated Statement of Profit and Loss (including Other Comprehensive Income), Restated consolidated Statement of Changes in Equity and the Restated consolidated Statement of Cash Flows for the years ended 31 March 2023, 31 March 2022 and 31 March 2021 and the summary of significant accounting policies and explanatory notes (Collectively, the "Restated Financial Information").

(i) Compliance with Ind AS

The Restated Financial Information 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 Restated Financial Information 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 Restated Financial Information have been prepared on a historical cost basis.

(iii) Functional & Presentation Currency

The Restated Financial Information are presented in Indian Rupees (INR) which is also the Company's functional currency.

(iv) Preparation of Restated Financial Information

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 Restated Financial Information 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 the reporting 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 as at 31 March 2023, 31 March 2022 and 31 March 2021 are discussed.

2.2 Principles of Consolidation

i.

The consolidated financial statements incorporate the financial statements of the Parent Company and its subsidiary (from the date control is gained), being the entity that it controls. Control is evidenced where the investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Power is demonstrated through existing rights that give the ability to direct relevant activities, which significantly affect the entity's returns. The financial statement of subsidiary is prepared for the same reporting year as the parent company. Where necessary, adjustments is made to the financial statements of subsidiary to align the accounting policies in line with accounting policies of the Parent Company.

Subsidiary has been consolidated by combining like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiary. Intragroup balances and transactions, and any unrealised income and expenses arising from intragroup transactions, are eliminated in preparing the consolidated financial statements.

Non-controlling interests (NCI):

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the parents of the Group and to the non-controlling interest, even if this results in the non-controlling interests have a deficit balance. Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

When the Parent loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in profit or loss.

- ii.** The consolidated financial information of the Parent Company includes financial information of its subsidiary, consolidated in accordance with Ind AS 110 'Consolidated Financial Statements'.

2.3 Presentation of financial statement

The financial statements of the Group are presented as per Schedule III (Division III) of the Companies Act, 2013, applicable to NBFCs as notified by the Ministry of Corporate Affairs (MCA). Financial assets and financial liabilities are generally reported on a gross basis except when, there is an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event and the parties intend to settle on a net basis in the following

- i. The normal course of business
- ii. The event of default
- iii. The event of insolvency or bankruptcy of the Group and/ or its counterparties

2.4 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 recognised 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 (or as) 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.

2.5 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.

2.6 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.

2.7 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 amortised 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:

Stage 1: Financials assets that are not credit Impaired.

Stage 2: Financials assets with significant increase in credit risk.

Stage 3: 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 recognised In the Statement of Profit and Loss.

iii) Derecognition

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 recognised. 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 recognised 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.

2.8 Leases

The company does not have any lease assets.

2.9 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.

2.10 Intangible assets

An intangible asset is recognised only when its cost can be measured reliably, and it is probable that the expected future economic benefits that are attributable to it will flow to the Group.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of an intangible asset comprises its purchase price and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year-end. Changes in the expected useful life, or the expected pattern of consumption of future economic benefits embodied in the asset, are accounted for by changing the amortisation period or methodology, as appropriate, which are then treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is presented as a separate line item in the statement of profit and loss. Amortisation on assets acquired/ sold during the year is recognised on a pro-rata basis to the Statement of Profit and Loss from/ upto the date of acquisition/ sale.

Amortisation is calculated using the straight-line method to write down the cost of intangible assets to their residual values over their estimated useful lives.

Intangible assets with indefinite useful life is tested for impairment at each reporting period.

Gains or losses from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

2.11 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 its 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.

2.12 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.

2.13 Segment reporting

The company has only one segment i.e. Financial Services.

2.14 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.

2.15 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.

2.16 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees.

2.17 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.

2.18 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.

2.19 Operating Cycle

Based on the nature of products/ activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months.

2.20 Foreign Currency

Foreign currency transactions:

Foreign currency transactions are recorded on initial recognition in the functional currency using the exchange rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date.

Exchange differences arising on the settlement or translation of monetary items are recognised in Restated Statement of profit or loss in the year in which they arise.

2.21 Recent Accounting Pronouncements

Ministry of Corporate Affairs (MCA) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23 March 2022, MCA issued the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from 1 April 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103.

The Group does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the Group is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Group does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Group does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021) The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Group does not expect the amendment to have any significant impact in its financial statements.

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 included 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. LossContingencies 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.

ANNEXURE- IV (B)

RECONCILIATION OF RESTATED PROFIT

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
	(Rs. in lakhs)	(Rs. in lakhs)	(Rs. in lakhs)
Net Profit/ (loss) after tax as per audited statement of Profit & Loss	43.30	44.03	44.66
Adjustments for:			
(Increase)/ Decrease in Expenses			
Excess/ (Short) Provision for Tax	-	-	-
Excess/ (Short) Provision for Gratuity	-	-	-
Deferred Tax (Liability)/ Assets Adjustment	-	-	-
Net Profit/ (loss) after tax as Restated	43.30	44.03	44.66

Explanatory Notes to the above restatements made in Audited Financial Statements of the Company for the respective periods.

To give Explanatory Notes regarding Adjustments

Appropriate adjustment have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets & liabilities, in order to bring them in line with the groupings as per the audited financials of the Company for all the years & the requirements of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018.

ANNEXURE- IV (C)

RECONCILIATION OF RESTATED EQUITY/ NETWORTH

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
	(Rs. in lakhs)	(Rs. in lakhs)	(Rs. in lakhs)
Equity/Networth as per audited financial Statements	1,203.74	1,160.44	1,116.41
Adjustments for:			
Differences pertaining to changes in Profit/(Loss) due to Restated Effect for the period covered in Restated Financials	-	-	-
Equity/Networth as Restated	1,203.74	1,160.44	1,116.40

Explanatory Notes to the above restatements made in Audited Financial Statements of the Company for the respective periods.

To give Explanatory Notes regarding Adjustments

Appropriate adjustment have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets & liabilities, in order to bring them in line with the groupings as per the audited financials of the Company for all the years & the requirements of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018.

ANNEXURE IV (D)

Restated Statement of Changes in Equity for the year

A. Equity Share Capital

Particulars	Amount (Rs. in lakhs)
Balance as at 1 st April,2020	825.00
Changes in equity share capital due to prior period errors	-
Restated balance as at April 1, 2020	825.00
Changes in equity share capital during the year	-
Balance as at 31 st March ,2021	825.00
Balance as at 1 st April,2021	825.00
Changes in equity share capital due to prior period errors	-
Restated balance as at April 1, 2021	825.00
Changes in equity share capital during the year	-
Balance as at 31 st March ,2022	825.00
Balance as at 1 st April,2022	825.00
Changes in equity share capital due to prior period errors	-
Restated balance as at April 1, 2022	825.00
Changes in equity share capital during the year	-
Balance as at 31 st March ,2023	825.00

B. Other equity

Particulars	Reserve and Surplus			Total Equity
	Statutory Reserve	Securities Premium	Retained Earnings	
Balance as at 1 st April,2020	95.40	-	135.82	231.22
Changes in accounting policy / prior period errors	-	-	-	-
Restated balance as at April 1, 2021	95.40	-	135.82	231.22
Profit for the year	-	-	44.66	44.66
Losses of previously held subsidiary company	-	-	15.54	-
Other comprehensive income for the year, net of income tax	-	-	-	-
Total comprehensive income for the year	95.40	-	196.02	275.88
Transfer to Statutory Reserve	8.84	-	(8.84)	-
Balance as at 31 st March ,2021	104.24	-	187.17	291.41
Balance as at 1 st April,2021	104.24	-	187.17	291.41
Changes in accounting policy / prior period errors	-	-	-	-
Restated balance as at April 1, 2021	104.24	-	187.17	291.41
Profit for the year	-	-	44.04	44.04
Other comprehensive income for the year, net of income tax	-	-	-	-
Total comprehensive income for the year	104.24	-	231.21	335.45
Transfer to Statutory Reserve	8.84	-	(8.84)	-
Balance as at 31 st March ,2022	113.08	-	222.36	335.44
Changes in accounting policy / prior period errors	-	-	-	-
Restated balance as at April 1, 2022	113.08	-	222.36	335.44
Profit for the year	-	-	43.30	43.30
Other comprehensive income for the year, net of income tax	-	-	-	-
Total comprehensive income for the year	113.08	-	265.66	378.73
Transfer to Statutory Reserve	8.81	-	(8.81)	-
Balance as at 31 st March ,2023	121.89	-	256.85	378.73

As per our report of even date
As per our report of even date

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

For Shyam Nagori & Co.

Chartered Accountants

FRN: 004573C

Nitesh Gupta
Whole Time Director
DIN : 09248507

Vijay Kothari
Chairman & Managing Director
DIN : 00172878

Shyam Kumar Nagori

Proprietor

Membership No. 073609

PAN : AAPPN8116P

UDIN-24073609BKFACT5322

12th Feb 2024, Indore

Stuti Sinha
Company Secretary
Membership No. A42371

Siddhant Sharma
Chief Financial Officer

Annexure V- Cash and Cash Equivalents as Restated				(Rs.in Lakhs)
Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021	
Cash on hand	0.37	5.60	53.38	
Balances with banks (of the nature of cash and cash equivalents)	13.16	1.49	3.36	
Cheques on hand	3.14	-	-	
Others				
-Call money (CBLO)	-	-	-	
-Bank deposit with original maturity upto three months or less	-	-	-	
Total	16.67	7.09	56.73	

Annexure V- Bank balance other than cash and cash equivalents as Restated				(Rs.in Lakhs)
Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021	
Earmarked balances with banks for				
- Interim dividend	-	-	-	
-Unclaimed dividend accounts	1.31	2.06	3.49	
Bank deposit with original maturity for more than three months	-	-	-	
Total	1.31	2.06	3.49	

Annexure VII- Receivables as Restated

(I) Trade receivables

(Rs.in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021	
Trade receivables considered good-secured	-	-	3.00	
Trade receivables considered good-unsecured				
Trade receivables which have significant increase in credit risk				
Trade receivables -credit impaired				
Gross	-	-	3.00	
Less: Allowances for impairment loss on credit impaired trade receivables				
Net	-	-	3.00	

Note:1) No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

2) No ECL provision is required due to the short term nature of these receivables.

Ageing of Trade receivables

Particulars	Not Due for Payment	As at 31 March 2021					Total
		Less Than 6 Months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
Trade receivables considered good-secured		3.00					3.00
Trade receivables considered good-unsecured							
Total	0	3.00	0	0	0	0	3.00

Annexure VIII- Loans as Restated				(Rs.in Lakhs)								
Particulars	As at		As at		As at							
	March 31, 2023		March 31, 2022		March 31, 2021							
- 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	1,981.98	1,647.23	1,481.59									
(iv) Credit substitutes	-	-	-	-	-	-						
(v) Finance lease and hire purchase	-	-	-	-	-	-						
(vi) Retained portion of assigned loans	-	-	-	-	-	-						
Gross Loans	1,981.98	1,647.23	1,481.59									
Less : Impairment loss allowance	-	-	-	-	-	-						
Loans net of impairment loss allowance	1,981.98	1,647.23	1,481.59									
Total (A)	1,981.98	1,647.23	1,481.59									
(B)												
(i) Secured by tangible assets	8.22	15.46	-	-	-	-						
(ii) Secured by intangible assets	-	-	-	-	-	-						
(iii) Covered by bank / government guarantees	-	-	-	-	-	-						
iv) Unsecured	1,973.76	1,631.76	1,481.63									
Gross Loans	1,981.98	1,647.22	1,481.63									
Less : Impairment loss allowance	-	-	-	-	-	-						
Loans net of impairment loss allowance	1,981.98	1,647.22	1,481.63									
Total (B)	1,981.98	1,647.23	1,481.63									
(C)												
(I) Loans in India												
(i) Public sector												
(ii) Others												
Retail	678.47	831.50	646.99									
Corporates	1,303.51	815.73	834.64									
Gross Loans	1,981.98	1,647.23	1,481.63									
Less : Impairment loss allowance	-	-	-	-	-	-						
Loans net of impairment loss allowance	1,981.98	1,647.23	1,481.63									
Total (C) (I)	1,981.98	1,647.23	1,481.63									
(II) Loans outside India												
(i) Public sector	-	-	-	-	-	-						
(ii) Others	-	-	-	-	-	-						
Total - Loans outside India	-	-	-									
Total (C) (I + II)	1,981.98	1,647.23	1,481.63									
Credit quality of assets												
Particulars	As at March 31, 2023				As at March 31, 2022				As at March 31, 2021			
	Stage 1 Collective	Stage 2 Collective	Stage 3 Collective	Total	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	1,764.09	-	-	1,764.09	1,596.92	-	-	1,596.92	1,198.15	-	-	1,198.15
Sub-standard grade	217.89	-	-	217.89	50.31	-	-	50.31	283.48	-	-	283.48
Past due but not impaired												
Non - performing												
Total	1,981.98	-	-	1,981.98	1,647.23	-	-	1,647.23	1,481.63	-	-	1,481.63

Annexure IX- Investments as Restated

(Rs. in Lakhs)

Particulars	As at March 31, 2023				As at March 31, 2022				As at March 31, 2021			
	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	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 in subsidiary		-		-		-		-		-		-
Equity instruments: Quoted, fully paid up Investment In Shares *												
(i) Choksi Laboratories Limited (face value Rs. 10)	-	-		-	-	0.51	-	0.51		0.16	-	0.16
(ii) Reliance Industries limited (face value Rs. 10)	-	-		-	-	0.10	-	0.10		0.10	-	0.10
(iii) Soni Soya Product Ltd	-	5.02		5.02	-	5.02	-	5.02		5.02	-	5.02
Total investments in Equity Shares	-	5.02		5.02	-	5.63	-	5.63		5.28	-	5.28
Investment in India		5.02		5.02		5.63		5.63		5.28		5.28
Investment outside India	-	-	-	-	-	-	-	-	-	-	-	-
Gross Total Investment	-	5.02	-	5.02	-	5.63	-	5.63	-	5.28	-	5.28

*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

Annexure X- Other financial Assets as Restated			(Rs.in Lakhs)
Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Prepaid Insurance	2.40	2.97	-
Prepaid License Fees	-	-	-
Less: Impairment loss allowance	-	-	-
Net	2.40	2.97	-
TDS Receivable	15.99	12.15	4.49
Less: Impairment loss allowance	-	-	-
Net	15.99	12.15	4.49
TCS Receivable	1.65	-	-
Less: Impairment loss allowance	-	-	-
Net	1.65	-	-
Security Deposits	0.20	0.20	0.20
Less: Impairment loss allowance	-	-	-
Net	0.20	0.20	0.20
Total	20.24	15.31	4.69

Annexure XI- Deferred Tax Assets/ Liability as Restated			(Rs. in Lakhs)
Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Provisions	-	-	-
Ind AS impact	-	-	-
Unabsorbed capital losses	-	-	-
Unabsorbed business losses	-	-	-
Unabsorbed depreciation	-	0.68	0.97
Fair value loss/ (gain) on investments and other assets	-	-	-
Total	-	0.68	0.97
Deferred tax liabilities			
Provisions	-	-	-
Ind AS impact	-	-	-
Unabsorbed capital losses	-	-	-
Unabsorbed business losses	-	-	-
Unabsorbed depreciation	0.64	-	-
Fair value loss/ (gain) on investments and other assets	-	-	-
Other adjustments			
Total	0.64	-	-
Net deferred tax assets/liabilities	0.64	0.68	0.97

Annexure XII- Property, Plant and Equipments as Restated					
Particulars	(Rs. in Lakhs)				
	Vehicle	Computer	Office Equipment	Furniture & Fixture	Software
Gross block*					
As at April 01, 2020	35.20	3.52	2.50	0.35	-
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
As at March 31, 2021	35.20	3.52	2.49	0.35	-
As at April 01, 2021	35.20	3.52	2.50	0.35	-
Additions	48.48	2.91	5.53	1.05	-
Disposals	-	-	0.66	-	-
As at March 31, 2022	83.68	6.43	7.36	1.40	-
As at April 01, 2022	83.68	6.43	7.36	1.40	-
Additions	196.52	-	0.32	-	0.18
Disposals	-	-	-	-	-
As at March 31, 2023	280.22	6.43	7.68	1.40	0.18
Accumulated depreciation and impairment losses					
As at April 01, 2020	13.94	2.82	1.23	0.07	-
Charge for the year	4.18	0.49	0.18	0.03	-
Disposals	-	-	-	-	-
As at March 31, 2021	18.12	3.31	1.40	0.10	-
As at April 01, 2021	18.12	3.31	1.41	0.10	-
Charge for the year	6.44	0.59	0.69	0.09	-
Disposals	-	-	0.25	-	-
As at March 31, 2022	24.56	3.90	1.85	0.19	-
As at April 01, 2022	24.56	3.90	1.85	0.19	-
Charge for the year	32.83	0.92	1.28	0.13	0.01
Disposals	-	-	-	-	-
As at March 31, 2023	57.39	4.82	3.13	0.32	0.01
Net carrying amount as at March 31, 2021	17.08	0.21	1.08	0.25	-
Net carrying amount as at March 31, 2022	59.12	2.53	5.50	1.20	-
Net carrying amount as at March 31, 2023	222.83	1.61	4.54	1.08	0.17

Annexure XIII- Other Payables as Restated

Particulars	(Rs. in Lakhs)		
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(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	4.25	6.28	8.83
(d) Service Tax Payable	1.57	1.62	1.62
(e) Professional Tax Payable	0.04	0.38	0.21
(f) TDS Payables	4.47	10.38	6.74
(g) GST Payable	12.82	15.58	19.80
(h) Salary payable	2.59	2.83	1.18
(i) Unpaid Dividend	1.31	2.07	3.49
(j) Audit Fees Payable	0.88	0.56	0.86
Total payables	27.93	39.70	42.73

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 as at March 31, 2023

Particulars	Unbilled	Not Due for payment	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
			(i) Undisputed Other payables – considered good	-	-	20.80	1.31	
(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	-	-	20.80	1.31	1.57	4.25	-	27.93

Other payables ageing as at March 31, 2022

Particulars	Unbilled	Not Due for payment	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
			(i) Undisputed Other payables – considered good	-	-	13.21	7.90	
(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	-	-	13.21	7.90	16.53	2.07	-	39.70

Trade payables ageing as at March 31, 2021

Particulars	Unbilled	Not Due for payment	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
			(i) Undisputed Trade payables – considered good	-	-	1.98	10.45	
(ii) Undisputed Trade payables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade payables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade payables– considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade payables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade payables – credit impaired	-	-	-	-	-	-	-	-
Gross	-	-	1.98	10.45	26.75	3.55	-	42.73

Annexure XIV- Borrowings (other than debt securities) as Restated
(Rs. in Lakhs)

Particulars	As at	As at	As at
	March 31, 2023	March 31, 2022	March 31, 2021
At Fair Value Through Profit And Loss			
Term Loan			
From Banks : Secured by way of hypothecation of a vehicle	85.61	-	-
From Banks : Unsecured	-	-	-
From Toyota Financial Services India Ltd. : Secured by way of hypothecation of a vehicle	34.66	43.13	5.40
From financial institutions			
IFL Promoters Limited	24.66	22.22	20.32
Buldana Urban Co-operative Credit Society (Unsecured)	8.53	15.78	-
From Related Party(Unsecured)			
Vijay Kothari(Director)*	766.07	386.40	329.42
Total	919.52	467.53	355.15
Borrowings in India	919.52	467.53	355.15
Borrowings outside India	-	-	-
Total	919.52	467.53	355.15

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

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 Auto Loan	49 Months	7.25%	Monthly	85.61
Toyota Financial Services India Ltd.	43 Months	9.06%	Monthly	34.66
IFL Promoters Limited	12 Months	18%	Quarterly	24.65
Buldana Urban Co-operative Credit Society	12 Months	12%	Quarterly	8.52
Vijay Kothari(Director)*	12 Months	Interest Free	Quarterly	765.22

Annexure XV- CURRENT TAX LIABILITY AS RESTATED
(Rs. in Lakhs)

Particulars	As at	As at	As at
	March 31, 2023	March 31, 2022	March 31, 2021
Provision for Income Tax (Net of Advance Tax & TDS)	15.39	5.22	15.45
Total	15.39	5.22	15.45

Annexure XVI- Provisions as Restated
(Rs. in Lakhs)

Particulars	As at	As at	As at
	March 31, 2023	March 31, 2022	March 31, 2021
For employee benefits	-	-	-
For others			
Provision on Standard Assets	4.14	4.14	3.22
Provision of loss on current investment	-	-	4.20
Director Remuneration payable	51.35	23.42	16.88
Provision on Non Performing Assets	21.79	19.91	9.85
Provision for Income Tax (net of Advance Tax & TDS)	10.95	25.99	10.54
Total	88.23	73.46	44.68

ANNEXURE- XIVA

NATURE OF SECURITY & TERMS OF REPAYMENT FOR LONG/ SHORT TERM BORROWINGS INCLUDING CURRENT MATURITIES

(Rs. in lakhs)

S. No.	Lender	Type	Nature of Facility	Loan (Rs. in Lakhs)	Amount Outstanding as at March 31, 2023	Rate of Interest	Repayment Terms	Security/Principal Terms & Condition
1	Axis Bank	Long Term	Vehicle Loan*	97.42	85.61	7.25%	Repayable in 84 months	Auto Loan taken for Purchase of New Vehicle (Mercedes Benz)
2	Toyota Financial Services India limited	Long Term	Vehicle Loan	46.50	34.66	9.26%	Repayable in 60 months	Auto Loan taken for Purchase of New Vehicle (Fortuner BS VI & Legender 2.8L)
3	IFL Promoters Limited	Long Term	Term Loan	100.00	24.66	18.00%	Repayable in 12 months	2. 12 Monthly advance post dated cheques for the repayment of monthly interest due. One advance post dated cheque for the loan amount disbursed.
4	Buldana Urban Co-operative Credit Society	Long Term	Unsecured Loan		8.53			
5	Vijay Kothari	Long Term	Unsecured Loan**	720.63	766.07	-	-	-

* The sanctioned amount of loan in relation to the aforesaid loans from Axis Bank have been amended pursuant to the Top Up Loan vide Loan Agreement dated 25th July, 2023 of the Axis Bank. Further, the Principal terms and conditions have also been amended pursuant to the Loan Agreement dated 25th July, 2023.

** The formal terms of repayment in relation to the unsecured loans mentioned above, have been not defined as the loans taken from the related parties. Also, maturity profile has not been disclosed. Further, the loans are quasi-equity in nature for the long term business purposes.

Annexure XVII- Equity share capital as Restated

Particulars	(Rs. in Lakhs)		
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Authorised: 11,00,00,000 Equity Shares of Rs. 1/- each (Previous Year 11,00,00,000 Equity Shares of Rs. 1/- each)	1,100.00	1,100.00	1,100.00
Issued share capital 8,25,00,000 Equity Shares of Rs. 1 each fully paid up. (Previous Year 8,25,00,000 Equity Shares of Rs. 1 each fully paid up)	825.00	825.00	825.00
Subscribed share capital 8,25,00,000 Equity Shares of Rs. 1 each fully paid up. (Previous Year 8,25,00,000 Equity Shares of Rs. 1 each fully paid up)	825.00	825.00	825.00
Paid up (fully paid up) 8,25,00,000 Equity Shares of Rs. 1 each fully paid up. (Previous Year 8,25,00,000 Equity Shares of Rs. 1 each fully paid up)	825.00	825.00	825.00
Total Equity	825.00	825.00	825.00

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

Particulars	(Rs. in Lakhs)					
	As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Equity Shares at the beginning of the year	8,25,00,000	825.00	8,25,00,000	825.00	8,25,00,000	825.00
Add:changes during the year	-	-	-	-	-	-
Equity Shares at the end of the year	8,25,00,000	825.00	8,25,00,000	825.00	8,25,00,000	825.00

b. Details of shareholders holding more than 5% equity shares in the Company

Particulars	(Rs. in Lakhs)					
	As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
Name of the shareholder	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Vijay Kothari	2,83,37,292	34.35%	2,86,81,761	34.77%	28681761	34.77%
Shilpa Kothari	1,40,59,814	17.04%	1,44,07,850	17.46%	14407850	17.46%

c. Details of Shareholding of Promoters:

Shares held by promoters					% Change during the year			% Change during the year		
S.No.	Promoter name	As at 31st March 2023			% Held	As at 31st March 2022		% Held	As at 31st March 2021	
		No. of shares	No. of shares	% of total shares		No. of shares	% of total shares		No. of shares	% of total shares
1	Vijay Kothari	2,83,37,292	2,83,37,292	34.35%	(1.20)	2,86,81,761	34.77%	(1.22)	2,86,81,761	34.77%
2	Shilpa Kothari	1,40,59,814	1,40,59,814	17.04%	(1.20)	1,44,07,850	17.46%	(1.22)	1,44,07,850	17.46%
3	Manish Tambi*	-	-	-	-	-	-	-	-	0.00%
4	Neha Tambi*	-	-	-	-	-	-	-	863	0.001%

*Note: During FY 2021-22 Company has received the application from Mr. Manish Tambi and Mrs. Neha Tambi erstwhile promoter of the Company and upon submission the application to stock exchanges the company has received approval for the reclassification from promoter to non-promoter on 31st January, 2022. As on 31st March, 2022, Company has two promoters namely Mr. Vijay Kothari and Mrs. Shilpa Kothari.

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 2023: 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.

Annexure XVIII- Other Equity as Restated

Reserves and surplus

(Rs. in Lakhs)

<u>Particulars</u>	<u>Securities premium</u>	<u>Retained Earning</u>	<u>Reserve fund as per RBI Act (Statutory Reserve)</u>	
Balance as at 31 March, 2021		187.17		104.24
Profit after tax		44.04		-
Other comprehensive income		0		0
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		(8.84)		8.84
Balance as at 31 March, 2022	-	222.36		113.07
Profit after tax	-	43.30		-
Other comprehensive income				
	-	265.66		113.07
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		(8.81)		8.81
Balance as at 31 March, 2023		256.85		121.88

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. 8.81 /-Lacs representing 20% of Net Profit is transferred to the Fund for the year (Previous Year: Rs. 8.84 Lacs/-). No appropriation was made from the Reserve Fund during the year.

XIX INTEREST INCOME AS RESTATED

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
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	206.51	120.96	92.04
Interest on Gold Loans	1.77	0.67	-
Interest income from investments	-	-	-
Other interest income	-	-	-
Total	208.28	121.63	92.04

XX FEES AND COMMISSION INCOME AS RESTATED

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Loan Closure Charges	0.05	0.02	-
Penalty on late Interest Received	0.01	0.00	-
Processing Fees	0.09	0.38	-
Total	0.14	0.40	-

XXI OTHER INCOME AS RESTATED

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Discount	-	0.52	-
Bed Debt Recovered	-	4.20	-
Profit on revaluation / sale of investment	0.54	0.35	2.40
Total	0.54	5.07	2.40

Disclosure of income exceeding 1% of total income

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Bed Debt Recovered	-	4.20	-
Profit on revaluation of investment	-	-	2.40
Total	-	4.20	2.40

XXII FINANCE COST AS RESTATED

Particulars	(Rs. in Lakhs)		
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
On Instruments measured at Amortised cost			
Interest on borrowings	14.25	5.36	3.71
Other borrowing costs - Bank Charges	0.34	0.28	0.16
Total	14.59	5.64	3.87

XXIII EMPLOYEE BENEFIT EXPENSES AS RESTATED

Particulars	(Rs. in Lakhs)		
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Salary & Incentive	24.48	19.25	9.12
Director Remuneration	42.00	14.50	-
Total	66.48	33.75	9.12

XXIV Depreciation, amortisation and impairment as Restated

Particulars	(Rs. in Lakhs)		
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Depreciation of property, plant and equipment	35.17	7.81	4.89
Amortisation of intangible assets	-	-	-
Total	35.17	7.81	4.89

XXV OTHER EXPENSES AS RESTATED

Particulars	(Rs. in Lakhs)		
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Advertisement Expenses	4.12	3.03	0.68
Application Fees	-	1.00	-
Audit fee	0.88	0.56	0.56
Bad Debts	0.50	-	4.20
Consultancy Charges	8.98	4.25	3.80
Demat Charges	-	0.02	-
Diwali Expenses	-	0.06	-
Donation	-	0.20	-
DSA Commission	-	0.02	-
Discount	0.18	-	-
Insurance Expenses	0.49	0.07	0.65
Interest and Penalty	0.09	0.47	0.09
Interest on Income Tax	4.82	-	-
Listing Fees	7.87	5.40	6.62
Loan Closure Charges	-	-	-
Loss on sale of Assets	-	0.07	-
Other Expenses	0.03	0.00	-
Postages Expenses	0.05	0.00	-
Processing Charges	-	0.05	-
Professional Tax	0.03	0.13	-
Provision on Sub Standard Assets	1.88	10.06	-
Provision on Standard Assets	-	0.92	-
Registration Fee and Logo	-	0.05	-
Repairs & Maintenance	0.43	2.67	-
ROC Fees	0.45	0.19	0.32
Staff welfare expenses	-	0.04	-
Stationery & Printing Expenses	-	0.33	0.29
Stamp Charges Expenses	0.15	-	0.13
Telephone Expenses	0.03	0.08	-
Travelling Expenses	0.56	0.04	-
Valuation Charges	0.04	0.08	-
Vehicle Running & Maintanace	0.56	0.24	-
Water Charges	0.14	0.03	-
Web expenses	0.45	0.31	-
Total	32.71	30.37	17.33

XXV(I) Details of Auditor's Remuneration		(Rs. in Lakhs)		
Statutory Audit Fee*	0.50	0.45	0.50	
Tax Audit fee*	0.30	0.05	-	
Total	0.80	0.50	0.50	

* Excluding Service Tax/GST

XXV(II) Disclosure of Expenses exceeds 1% of Total Income

Particulars	(Rs. in Lakhs)		
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Advertisement Expenses	4.12	3.03	-
Bad Debts	-	-	4.20
Consultancy Charges	8.98	4.25	3.80
Interest on Income Tax	4.82	-	6.62
Listing Fees	7.87	5.40	-
Provision on Sub Standard Assets	-	10.06	-
Repairs & Maintenance	-	2.67	
Total	25.79	25.41	14.62

XXVI EARNINGS PER SHARE (EPS) AS RESTATED

- i) Net Profit after tax attributable to Equity Shareholders (Rs.)
 ii) Weighted Average number of equity shares used as denominator for calculating EPS
 iii) Basic and Diluted Earnings per share
 iii) Nominal value of an equity share

(Rs. in Lakhs)		
As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
43.30	44.03	44.66
825.00	825.00	825.00
0.05	0.05	0.05
1.00	1.00	1.00

XXVII Loans & Advances are subject to confirmation.

XXVIII 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.

XXIX Assets classification & Provision there on: -

Particulars	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	Classification	Provision	Classification	Provision	Classification	Provision
Standard Assets	1,764.09	4.14	1,596.92	4.14	1,198.12	3.22
Substandard Assets	217.89	21.79	50.31	19.91	283.47	9.85
Doubtful Assets	-	-	-	-	-	-
Loss Assets	-	-	-	-	-	-
Total	1,981.98	25.93	1,647.23	24.05	1,481.59	13.07

XXX 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

XXXI Retirement Benefits: Indian Accounting Standard - 19 "Employees Benefits" not applicable

XXXII Contingent Liabilities: NIL

XXXIII Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary/ Associates:

Name of Enterprises	(Rs. in Lakhs)			
	Net Assets i.e. total assets minus total liabilities		Share in Profit & Loss	
	as % of consolidated net assets	Amount	as % of consolidated Profit & Loss	Amount
Holding				
Viji Finance Limited	100.51%	1209.92	101.69%	44.03
Wholly Owned Subsidiary				
Viji Housing Finance Limited	-0.51%	-6.19	-1.69%	-0.73
Total	100.00%	1203.73	100.00%	43.30

Statement relating to subsidiary company (Part A):

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022	For the Year ended March 31, 2021
	Viji Housing Finance Limited		
Shares held in Company (%)	100%	100%	100%
Capital	10.00	10.00	10.00
Reserve & Surplus	-6.18	-5.45	-5.30
Total Assets	4.95	5.38	5.53
Total Liabilities	1.14	0.83	0.83
Total Income	0.00	0.00	0.00
Total Expenditure	0.73	0.15	0.19
Profit/ (Loss) before Taxation	-0.73	-0.15	-0.19
Tax Expenses	-	-	-
Profit/ (Loss) after Taxation	-0.73	-0.15	-0.19
Proposed Dividend and Tax	-	-	-

Note: Subsidiary has common year end March 31 every year and common Accounting policies, hence no additional information under section 129 (3) read with rule 5 has been disclosed.

Note: Viji Finance Limited has made disinvestment in Viji Housing Finance Limited vide Share Purchase Agreement dated January 10, 2024 & same ceases to be subsidiary company as the date of Draft Letter of Offer.

Statement relating to Associate Company (Part B): Not Applicable

XXXIV 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.

XXXV 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).

XXXVI 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.

XXXVII RELATED PARTY AS RESTATED (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)
Wholly Owned Subsidiary	Viji Housing Finance Limited

(ii) Disclosure in Respect of Related Party Transactions

Particulars	Relationship	(Rs. in Lakhs)		
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Remuneration Paid				
Vijay Kothari	KMP(CHAIRMAN &MD)	30.00	7.50	-
Stuti Sinha	KMP(CS)	6.15	4.71	3.15
Siddhant Sharma	KMP(CFO)	6.00	4.65	3.00
Nitesh Gupta	KMP(WTD)	12.00	7.00	-
Total		54.15	23.86	6.15

Unsecured Loan Outstanding	Relationship	(Rs. in Lakhs)		
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Vijay Kothari	KMP(CHAIRMAN &MD)	766.07	386.40	329.42
Total		766.07	386.40	329.42

During the year Transaction

Particulars	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	Loan Repaid during the year	Loan Taken during the year	Loan Repaid during the year	Loan Taken during the year	Loan Repaid during the year	Loan Taken during the year
Vijay Kothari (KMP)	340.96	720.63	177.76	234.74	58.10	29.48

Investment (Outstanding as on 31-March)	Relationship	(Rs. in Lakhs)		
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Viji Housing Finance Ltd.	Wholly Owned Subsidiary	10.00	10.00	10.00
TOTAL		10.00	10.00	10.00

XXXVIII Previous year's figures have been reclassified, regrouped and rearranged wherever found necessary to make them comparable.

XXXIX Capital Adequacy Ratio

Particulars	(Rs. in Lakhs)		
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
i) Tier I Capital	1,203.71	1,160.42	1,120.74
ii) Tier II Capital	-	-	-
iii) Total Capital	1,203.71	1,160.42	1,120.74
iv) Total Risk Weighted Assets	914.73	914.73	774.45
v) CRAR	1.32	1.27	1.45
vi) CRAR - Tier I capital	1.32	1.27	1.45
vii) CRAR - Tier II capital	-	-	-
viii) Amount of subordinated debt raised as Tier-II capital	-	-	-
ix) Amount raised by issue of Perpetual debt instruments	-	-	-
x) Liquidity coverage ratio	96.36	102.13	104.26

"Tier I capital", "Tier II capital", "Owned fund" and Capital adequacy ratio are calculated as defined in Master Direction -Non-Banking Financial Company -Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 and notification RBI/2019-20/170 DO R (NBFC).CC.PD.No.109/22.10.106/2019-20 "Implementation of Indian Accounting Standards" issued by RBI on March 13, 2020.

ANNEXURE- XXXX

RESTATED STATEMENT OF CAPITALIZATION AS AT MARCH 31, 2023

(Rs. in lakhs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short-Term Borrowings (A)	132.19	(*)
Long-Term Borrowings (B)	919.52	(*)
Total Borrowings (C)	1051.71	(*)
Shareholder's Fund (Equity)		
Share Capital	825.00	(*)
Other Equity	378.74	(*)
Total Shareholder's Fund (D)	1203.74	(*)
Long-Term Borrowings/ Equity (B/D)	0.76	(*)
Total Borrowings/ Equity (C/D)	0.87	(*)

*The corresponding post issue figures are not determinable at this stage pending the completion of Rights issue and hence have not been furnished.

Notes:

1. The figures disclosed above are based on the restated summary of Profit & Loss of the Company.
2. The above statement should be read with the notes to restated summary statements of assets & liabilities, profit & losses, cash flows & significant accounting policies and notes appearing in Annexure I, II, III & IV respectively.

ANNEXURE- XXXXI

STATEMENT OF TAX SHELTER AS RESTATED

(Rs. in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Profit before tax, as restated (A)	60.01	49.54	59.24
Normal Corporate Tax Rate (%)	26.00%	26.00%	26.00%
Minimum Alternate Tax Rate (%)	15.60%	15.60%	15.60%
As per Section 115BAA Rate (%)	25.17%	25.17%	25.17%
Adjustments:			
Permanent Differences			
<i>Expenses disallowed under Income Tax Act, 1961</i>			
Gratuity Provision			
Other disallowance including u/s 36 & 37	5.16	0.27	5.36
Total Permanent Differences (B)	5.16	0.27	5.36
Income considered separately (C)	-	-	-
Timing Differences			
Depreciation as per Books	35.17	7.81	4.89
Depreciation as per Income Tax Act	40.67	9.00	4.20
Other disallowances including under section 43B	-	-	-
Total Timing Differences (D)	-5.50	-1.19	0.69
Net adjustments (E) = (B+C+D)	-0.33	-0.92	6.05
Tax expenses/(saving) thereon on net adjustment	-0.08	-0.23	1.52
Income from other sources (F)	-	-	-
Exempt Income/ Non-Taxable (G)	0.54	0.35	2.40
Income/ (Loss) (A+E+F-G)	59.14	48.26	62.89
Brought Forward Loss Set Off			
- Ordinary Business Loss & Unabsorbed Depreciation			
Deductions under Chapter-VIA			
Taxable income/(loss)	59.14	48.26	62.89
Tax as per Normal Provisions	15.38	12.55	16.35
Tax as per Section 115BAA	14.89	12.15	15.83
Income as per MAT	60.01	49.54	59.24
Taxable Income/(Loss) as per MAT	60.01	49.54	59.24
Tax as per MAT	9.36	7.73	9.24
Tax Paid as per-	Normal Provisions	Normal Provisions	Normal Provisions

XXXXII Fair Value Measurement as Restated

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 As at March 31, 2023	Carrying Amount			Total	Fair Value			Total
	FVTPL	FVOCI	Amortised Cost		Level 1	Level 2	Level 3	
Financial Assets								
Cash and cash equivalents	17.98	-	-	17.98	17.98	-	-	17.98
Loans	1,981.98	-	-	1,981.98	-	1,981.98	-	1,981.98
Investments	5.02	-	-	5.02	5.02	-	-	5.02
Other financial assets	20.24	-	-	20.24	-	20.24	-	20.24
Total Financial Assets				2,025.22				2,025.22
Financial Liabilities								
Borrowings	919.52	-	-	919.52	-	919.52	-	919.52
Other Payables	27.93	-	-	27.93	-	27.93	-	27.93
Total Financial Liabilities				947.45				947.45

Particulars As at March 31, 2022	Carrying Amount			Total	Fair Value			Total
	FVTPL	FVOCI	Amortised Cost		Level 1	Level 2	Level 3	
Financial Assets								
Cash and cash equivalents	9.14	-	-	9.14	9.14	-	-	9.14
Loans	1,647.23	-	-	1,647.23	-	1,647.23	-	1,647.23
Investments	5.63	-	-	5.63	5.63	-	-	5.63
Other financial assets	15.31	-	-	15.31	-	15.31	-	15.31
Total Financial Assets				1,677.31				1,677.31
Financial Liabilities								
Borrowings	467.53	-	-	467.53	-	467.53	-	467.53
Other Payables	39.70	-	-	39.70	-	39.70	-	39.70
Total Financial Liabilities				507.23				507.23

Particulars As at March 31, 2021	Carrying Amount			Total	Fair Value			Total
	FVTPL	FVOCI	Amortised Cost		Level 1	Level 2	Level 3	
Financial Assets								
Cash and cash equivalents	60.22	-	-	60.22	60.22	-	-	60.22
Trade Receivables	3.00	-	-	3.00	-	3.00	-	3.00
Loans	1,481.63	-	-	1,481.63	-	1,481.63	-	1,481.63
Investments	5.28	-	-	5.28	5.28	-	-	5.28
Other financial assets	4.69	-	-	4.69	-	4.69	-	4.69
Total Financial Assets				1,554.81				1,554.81
Financial Liabilities								
Borrowings	355.15	-	-	355.15	-	355.15	-	355.15
Other Payables	42.73	-	-	42.73	-	42.73	-	42.73
Total Financial Liabilities				397.88				397.88

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 .

XXXXIII 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 carrying 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 significant financial liabilities as of March 31, 2023.

Particulars	(Rs. in Lakhs)				
	Carrying Amount	Less than 1 Year	1-3 year Year	3-5 Year	More than 5 Year
Borrowings	919.52	819.06	68.11	32.35	-
Other Payables	27.93	27.93	-	-	-

The table below provide details regarding the contractual maturities of significant financial liabilities as of March 31, 2022.

Particulars	(Rs. in Lakhs)				
	Carrying Amount	Less than 1 Year	1-3 year Year	3-5 Year	More than 5 Year
Borrowings	467.53	15.78	408.61	43.15	-
Other Payables	39.70	39.70	-	-	-

The table below provide details regarding the contractual maturities of significant financial liabilities as of March 31, 2021

Particulars	(Rs. in Lakhs)				
	Carrying Amount	Less than 1 Year	1-3 year Year	3-5 Year	More than 5 Year
Borrowings	355.15	6.18	328.64	20.33	-
Other Payables	42.73	42.73	-	-	-

C. Market risk

Market 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 manage 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.

XXXXIV 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.

The Company monitors capital using a capital adequacy ratio as prescribed by the Reserve Bank of India.

XXXXV 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 :

Particulars	(Rs. in Lakhs)								
	As at March 31, 2023			As at March 31, 2022			As at March 31, 2021		
	Within 12 month	After 12 month	Total	Within 12 month	After 12 month	Total	Within 12 month	After 12 month	Total
Assets									
Financial Assets									
Cash and cash equivalents	17.98	-	17.98	9.15	-	9.15	60.25	-	60.25
Trade Receivable	-	-	-	-	-	-	3.00	-	3.00
Loans	-	1,981.98	1,981.98	-	1,647.23	1,647.23	-	1,481.60	1,481.60
Investment	-	5.02	5.02	-	5.63	5.63	-	5.28	5.28
Other financial assets	-	20.24	20.24	-	15.31	15.31	-	4.69	4.69
Total			2,025.22			1,677.32			1554.82
Non-Financial Assets									
Property, Plant and equipment	-	230.06	230.06	-	68.35	68.35	-	18.62	18.62
Intangible Assets	-	0.17	0.17	-	-	-	-	-	-
Deferred Tax assets	-	-	-	0.68	-	0.68	0.97	-	0.97
Total			230.23			69.03			19.59
Total Assets			2,255.45			1,746.35			1574.41
Liabilities									
Financial Liabilities									
Borrowings	819.06	100.46	919.52	15.78	451.75	467.53	5.40	349.74	355.14
Payables	27.93	-	27.93	39.70	-	39.70	42.73	-	42.73
Total			947.45			507.23			397.87
Non-Financial Liabilities									
Current Tax Liabilities (net)	15.39	-	15.39	5.22	-	5.22	15.45	-	15.45
Provisions	88.23	-	88.23	73.46	-	73.46	44.68	-	44.68
Deferred tax liabilities	0.64	-	0.64	-	-	-	-	-	-
Total			104.26			78.68			60.13
Total Liabilities			1,051.71			585.91			458.00

XXXXVI 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 Beneficiaries.
- (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 Beneficiaries.
- 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, 2023, March 31, 2022 and March 31, 2021. 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.

XXXXVII (a) Additional disclosures as required by the Reserve Bank of India: Percentage of Loans granted against collateral of gold jewellery to total assets:

Particulars	(Rs. in Lakhs)		
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Total gold loans granted against collateral of gold jewellery	8.22	15.46	-
Total assets	2,255.45	1,756.25	-
Gold loan portfolio as percentage of total assets	0.3645	0.8801	-

(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	(Rs. in Lakhs)	
				Total (A+B)	Value fetched
As at March 31, 2023	-	-	-	-	-
As at March 31, 2022	-	-	-	-	-
As at March 31, 2021	-	-	-	-	-

XXXXVIII The Comparison between provisions required under IRCAP and impairment allowances made under Ind-AS 109

Asset Classification as per RBI Norms	Asset Classification As per Ind - AS 109	Gross Carrying amount as As per Ind - AS 109	Loss allowances as required under Ind-AS 109	Net Carrying amount (5)=(3)-(4)	Provisions required as per IRCAP norms (6)	Difference Between Ind AS & IRCAP (7)=(4)-(6)
Performing Assets						
Standard	Stage 1	1,764.09	-	1,764.09	4.14	
Sub Total		1,764.09		1,764.09	4.14	
Non - Performing Assets						
Sub-Standard	Stage 2	217.89	-	217.89	21.79	-
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		217.89	-	217.89	21.79	-

XXXXIX Events after Reporting Date

There have been no events after the reporting date that required disclosure in these financial statements.

As per our report of even date
For **Shyam Nagori & Company**
Chartered Accountants
FRN: 004573C

Shyam Kumar Nagori
Proprietor
Membership No. 073609
PAN: AAPPN8116P
UDIN-24073609BKFACT5322
12th Feb 2024, Indore

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

Nitesh Gupta
Whole Time Director
DIN : 09248507

Stuti Sinha
Company Secretary
Membership No. A42371

Vijay Kothari
Chairman & Managing Director
DIN : 00172878

Siddhant Sharma
Chief Financial Officer



Dated: 10th January, 2024

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: Outcome of Board Meeting held on Wednesday, 10th January, 2024 pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Reference: VIJI FINANCE LIMITED (BSE SCRIP CODE: 537820; CSE SCRIP CODE: 032181; NSE SYMBOL: VIJIFIN, ISIN: INE159N01027)

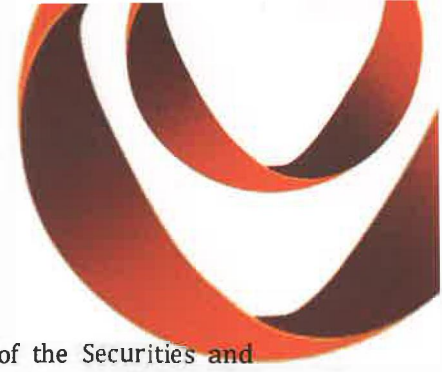
Dear Sir/Madam,

With reference to the above captioned subject, we would like to inform that Board of Directors of the Company in their meeting (Serial No. 06/2023-24) held today i.e. Wednesday, 10th day of January, 2024, has inter alia considered and approved the following businesses:

1. Un-audited Standalone and Consolidated Financial Results for the quarter and nine months ended 31st December, 2023 along with Limited Review Report.
2. Sale of entire equity stake/investment held by Company in equity shares of wholly owned subsidiary company i.e. Viji Housing Finance Limited consequently this company is no longer retaining the status of a wholly owned subsidiary.
3. Other routine matters with the permission of chair.

Further, copy of aforesaid un-audited standalone and consolidated financial results shall also be submitted in XBRL mode within 24 hours from the conclusion of Board Meeting.

The aforesaid un-audited financial results will be uploaded on the Company's website www.vijifinance.com and on the website of the Stock Exchanges i.e. at www.bseindia.com, www.nseindia.com and www.cse-india.com. Further, the extract of above results will be published in one Hindi (vernacular) and widely circulated English Newspapers.



Further, continuous disclosure as required pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with reference to the Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 is filed separately with reference to sale of entire equity stake/investment held by Company in equity shares of Viji Housing Finance Limited, wholly owned subsidiary of the Company.

The Meeting of the Board of Directors commenced at **5:30 p.m.** and concluded at **6:45 p.m.**

You are requested to take on record the above said information for your reference and records.

Thanking you.

Yours Faithfully,

FOR VIJI FINANCE LIMITED


Vijay Kothari
Chairman & Managing Director
DIN: 00172878



Enclosed: Copy of un-audited standalone and consolidated financial results for the quarter and nine months ended 31.12.2023.

Statement of Standalone and Consolidated Unaudited Financial Statement for the Quarter and nine months ended December 31,2023

S.No.	Particulars	Standalone						Consolidated					
		Quarter Ended			Nine Months Ended		Year Ended	Quarter Ended			Nine Months Ended		Year Ended
		3 MONTHS ENDED ON 31.12.2023	PRECEDING 3 MONTHS ENDED ON 30.09.2023	CORRESPONDING 3 MONTHS ENDED IN THE PREVIOUS YEAR 31.12.2022	YEAR TO DATE FIGURES FOR CURRENT PERIOD ENDED ON 31.12.2023	YEAR TO DATE FIGURES FOR PREVIOUS YEAR ENDED ON 31.12.2022	PREVIOUS YEAR ENDED ON 31.03.2023	3 MONTHS ENDED ON 31.12.2023	PRECEDING 3 MONTHS ENDED ON 30.09.2023	CORRESPONDING 3 MONTHS ENDED IN THE PREVIOUS YEAR 31.12.2022	YEAR TO DATE FIGURES FOR CURRENT PERIOD ENDED ON 31.12.2023	YEAR TO DATE FIGURES FOR PREVIOUS YEAR ENDED ON 31.12.2022	PREVIOUS YEAR ENDED ON 31.03.2023
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
(i)	Revenue from Operations												
	(i) Interest Income	51.23	41.61	34.44	137.58	158.18	208.28	51.23	41.61	34.44	137.58	158.18	208.28
	(ii) Fees & Commission Income	0.00	0.10	0.00	0.00	0.00	0.14	0.00	0.10	0.00	0.00	0.00	0.14
	Total Revenue from Operation	51.23	41.71	34.44	137.58	158.18	208.42	51.23	41.71	34.44	137.58	158.18	208.42
(ii)	Other Income (to be specified)												
	Discount	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Bad Debt Recoverd	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Profit on Revaluation/sale of investment	0.00	0.00	0.00	0.00	0.53	0.54	0.00	0.00	0.00	0.00	0.53	0.54
(iii)	Total Income (iii)	51.23	41.71	34.44	137.58	158.71	208.96	51.23	41.71	34.44	137.58	158.71	208.96
	Expenses												
	a. Employees benefit expenses	17.70	10.59	8.63	47.09	24.38	66.48	17.70	10.59	8.63	47.09	24.38	66.48
	b. Finance Cost	5.85	4.46	8.11	13.01	15.64	14.25	5.85	4.46	8.11	13.01	15.64	14.25
	c. Depreciation and amortisation	8.91	8.91	8.85	26.74	26.55	35.17	8.91	8.91	8.85	26.74	26.55	35.17
	d. Other expenses	15.26	10.95	11.73	30.80	19.47	32.32	15.32	11.02	12.02	30.98	19.86	33.05
	Other Expenses exceeding 10% of the total expenses relating to continuing operations of the company :												
	Advertisement Expenses	0.00	0.00	0.00	0.00	0.00	41.2	0.00	0.00	0.00	0.00	0.00	41.2
	Consultancy Charges	0.00	0.00	0.00	0.00	0.00	8.65	0.00	0.00	0.00	0.00	0.00	8.97
	Interest on Income Tax	0.00	0.00	0.00	0.00	0.00	4.82	0.00	0.00	0.00	0.00	0.00	4.82
	Listing Fees	0.00	0.00	0.00	0.00	0.00	7.87	0.00	0.00	0.00	0.00	0.00	7.87
	Provision on Sub Standard Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv)	Total expenses (iv)	47.72	34.91	37.32	117.64	86.04	148.22	47.78	34.98	37.61	117.82	86.43	148.95
	Profit(+)/Loss(-) before exceptional and tax (iii -iv)	3.51	6.80	-2.88	19.94	72.67	60.74	3.45	6.73	-3.17	19.76	72.28	60.01
(v)	Exceptional items	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(vi)	Profit(+)/Loss(-) before tax (v-VI)	3.51	6.80	-2.88	19.94	72.67	60.74	3.45	6.73	-3.17	19.76	72.28	60.01
(vii)	Tax expense												
	1 Current Tax	0.91	1.77	-0.75	5.18	18.89	15.39	0.90	1.75	-0.82	5.14	18.79	15.39
	2 Earlier year income tax	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	3.Deferred tax	(0.07)	(0.07)	0.32	(0.20)	0.94	1.32	(0.07)	(0.07)	0.32	(0.20)	0.94	1.32
(ix)	Net Profit(+)/ Loss(-) for the period from continuing operations (vii-VIII)	2.67	5.10	-2.45	14.96	52.84	44.03	2.62	5.05	-2.66	14.82	52.55	43.30
(x)	Profit/(Loss) from discontinued operations	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(xi)	Tax expense of discontinued operations	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(xii)	Profit/(Loss) from discontinued operations (after tax) (x-xi)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(xiii)	Share of profit/(loss) of associates and joint ventures accounted for using equity method	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(xv)	Profit/Loss for the period	2.67	5.10	-2.45	14.96	52.84	44.03	2.62	5.05	-2.66	14.82	52.55	43.30
(xvi)	Other Comprehensive Income												
	A (i) items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	(ii) Income Tax relating to items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Sub-total (A)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00



	B (i) Items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	(ii) Income Tax relating to items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Sub-total (B)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Other Comprehensive Income (A+B)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(xvi)	Total Comprehensive Income for the period (XIV + XV)	2.67	5.10	-2.45	14.96	52.84	44.03	2.62	5.05	-2.66	14.82	43.30
	Total Profit or loss, attributable to owners of parent	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total profit or loss, attributable to non-controlling interests	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(xvii)	Total Comprehensive Income for the period attributable to owners of parent non-controlling interests	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total Comprehensive Income for the period attributable to owners of parent	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(xviii)	Paid up Equity share capital Face value of Rs. 1/- each	825.00	825.00	825.00	825.00	825.00	825.00	825.00	825.00	825.00	825.00	825.00
(xix)	Reserve excluding revaluation reserve						384.92					378.74
(xx)	Earning Per equity Share (for continuing operation)											
	(1) Basic (Rs.)	0.003	0.01	-0.003	0.02	0.06	0.05	0.003	0.01	-0.003	0.02	0.06
	(2) Diluted (Rs.)	0.003	0.01	-0.003	0.02	0.06	0.05	0.003	0.01	-0.003	0.02	0.06
	Earning Per equity Share (for discontinued operation)											
	(1) Basic (Rs.)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	(2) Diluted (Rs.)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Earnings per equity share (for continuing and discontinued operations)											
	(1) Basic (Rs.)	0.003	0.01	-0.003	0.02	0.06	0.05	0.003	0.01	-0.003	0.02	0.06
	(2) Diluted (Rs.)	0.003	0.01	-0.003	0.02	0.06	0.05	0.003	0.01	-0.003	0.02	0.06

Notes:

- The un-audited Financial Results of the Company have been prepared in accordance with the recognition and measurement principles laid down in the Companies (Indian Accounting Standards) Rules 2015 (Ind As) prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued there under and the other accounting principles generally accepted in India.
- The above Un-audited Standalone & Consolidated Financial Results have been reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meetings held on 10th January, 2024. The Unaudited Standalone and Consolidated Financial Results for the quarter and nine months ended December 31, 2023 have been subjected to limited review by the Statutory Auditors, who have expressed an Unmodified Opinion.
- In compliance with Regulation 33 of the Securities Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, a limited review of financial results for the quarter and nine months ended 31st December 2023 has been carried out by the Statutory Auditors.
- The Ministry of Corporate Affairs ("MCA") vide its notification dated 11th October 2018 issued division III which provides the formats for the financial statements of non-banking financial companies as defined in the Companies (Indian Accounting Standards) (Amendments) Rules, 2016. These financial results have been prepared in accordance with the same.
- The Company on standalone and consolidated basis has only one segment i.e. Finance services for the quarter and nine months ended 31st December 2023. Therefore, there is no requirement of segment reporting for the above mentioned period.
- The above consolidated result for the Quarter and nine months ended December 31, 2023 includes the result of wholly owned subsidiary company, Viji Housing Finance Limited. Further in the meeting held on 10th January, 2024 the board of the directors have decided to dispose off the all investment in wholly owned subsidiary company i.e Viji Housing Finance Limited, consequently such company shall be ceased from the status of wholly owned subsidiary company. There will be no effect on the financial results of the Company due to the disposal of long term investments of Wholly Owned Subsidiary.
- The earnings per share (basic and diluted) for the Interim Period have not been annualized.
- Previous period's figures have been regrouped wherever necessary.
- The aforesaid unaudited financial results will be uploaded on the Company's website www.vijifinance.com and will also be available on the website of the Stock Exchanges (www.bseindia.com, www.nseindia.com and www.cse-india.com) for the benefit of shareholders and investors.

Date : 10/01/2024
Place : Indore



FOR VIJI FINANCE LIMITED

Vijay Kothari
Chairman & Managing Director
DIN:00172878



Ref. No.


Independent Auditor's Review Report on the Quarterly and nine months ended Unaudited Standalone Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended

Review Report to
The Board of Directors of Viji Finance Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of Viji Finance Limited (hereinafter referred to as "the Company") for the quarter as well as nine months ended 31st December, 2023 (hereinafter referred to as "the Statement") attached herewith, being submitted by the Company pursuant to the requirement of regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('the Regulation') as amended, read with SEBI Circular No. CIR/CFD/CMDI/44/20919 dated March 29, 2019 ("the Circular").
2. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued there under and other accounting principles generally accepted in India, read with the circular is the responsibility of the Company's Management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under section 133 of the Companies Act, 2013 as amended, read with relevant rules issued there under and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation, read with the Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Unique Document Identification Number (UDIN) for this document is **24073609BKFABU8250**

For Shyam Nagori & Company
Chartered Accountants


Shyam Nagori
Proprietor

M. No. 073609

Indore, dated 10th January, 2024





Ref. No.

Independent Auditor's Review Report on Consolidated unaudited Quarterly and nine months ended financial results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to
The Board of Directors of Viji Finance Limited

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of Viji Finance Limited ("the Parent") and its subsidiary (the Parent and its subsidiary together referred to as "the Group"), for the quarter as well as nine months ended 31st December, 2023 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Regulation") read with SEBI Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 ("the Circular").
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India read with the Circular. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. We have reviewed the financials of statements of Viji Housing Finance Limited (Subsidiary Company) included in consolidated financial results. The consolidated financial statements reflects the total revenue of Rs. 51,23,161/- for the quarter ended 31st December 2023.





Ref. No

5. The Statement includes the results of Viji Housing Finance Limited (Subsidiary Company).
6. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation, read with the Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Unique Document Identification Number (UDIN) for this document is **24073609BKFABV3330**

For Shyam Nagori & Company
Chartered Accountants
FRN-004573C



Shyam Nagori
Proprietor
M.No. 073609

Indore, dated 10th January, 2024

ACCOUNTING RATIOS AND CAPITALISATION STATEMENT

Accounting Ratios

The following table sets forth the accounting ratios for March 31, 2023, March 31, 2022 and March 31, 2021:

(all amounts in ₹ Lakhs, unless stated otherwise)

Particulars	31.03.2023	31.03.2022	31.3.2021
Net Worth	1,203.74	1,160.44	1,116.41
Profit attributable to the owners of the equity	43.30	44.03	44.66
Number of the shares outstanding at the end of the year	825.00	825.00	825.00
Weighted Number of the shares outstanding at the end of the year			
- for basic earnings per share	825.00	825.00	825.00
- for diluted earnings per share	825.00	825.00	825.00
Basic earnings per share (B/D)	0.05	0.05	0.05
Restated diluted earnings per share (B/E)	0.05	0.05	0.05
Return on net worth (%) (B/A)	3.60	3.80	4.00
Net Asset Value per share			
- based on weighted average number of shares (A/D)	1.46	1.41	1.35
- assuming actual number of equity shares with fully diluted capital in prior years (A/E)	1.46	1.41	1.35
EBITDA	109.23	57.92	65.60
Face value	1	1	1

Not Annualised

The formulae used in the computation of the above ratios are as follows:

Basic EPS	Profit and loss attributable to Equity shareholders of Company / Weighted average number of Equity shares outstanding at the end of the period
Diluted EPS	Profit and loss attributable to Equity shareholders of Company / Weighted average number of Equity shares outstanding at the end of the period as adjusted for treasury shares and for the effects of all dilutive potential equity shares
Return on Net Worth	Profit/(loss) after tax for the period as presented in the consolidated statement of profit and loss in the Financial Statements / Net Worth
Net Worth	Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
Net Asset Value per Equity Share	Net Worth / Number of Equity Shares subscribed and fully paid outstanding as at the end of March 31, 2023
EBITDA	Profit/(loss) after tax for the period adjusted for income tax expense, finance costs, depreciation and amortisation expense, exceptional items, other income as presented in the Audited Consolidated Financial Statements

Statement of Capitalization

(In ₹ Lakhs)

Particulars		Nine Months Ended December 31, 2023	As adjusted for the issue (Post Issue) *
Borrowings:			
Current borrowings	A	128.32	[●]
Non-current borrowings	B	1145.06	[●]
Total borrowings	C=A+B	1273.37	[●]
Shareholder's fund (Net worth)			[●]
Share Capital	D	825.00	[●]
Other Equity [^]	E	405.07	[●]
Total shareholder's fund (Net worth)	F=D+E	1230.07	[●]
Non-current borrowing's/shareholder's fund (Net worth) ratio	B/F	0.93	[●]
Total borrowings /shareholders' funds (Net worth) ratio	C/F	1.04	[●]

**To be updated in the Letter of Offer*

[^]excludes non-controlling interest

Notes:

1. Non-current borrowings are considered as borrowings other than short term borrowings and include current maturities of long-term borrowings.
2. The amounts disclosed above are based on the unaudited Financial Statements of the Company for the quarter ended December 31, 2023.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is intended to convey our management's perspective of our financial condition and operating performance as at and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 and for periods ended December 31, 2023 and December 31, 2022 and should be read in conjunction with our Audited Restated Financial Statements and our Unaudited limited review report for the period ended December 31, 2023 Financial Results, including the respective notes thereto, and the related auditors' reports thereon, included in "Restated Financial Statements" on page 72. Unless otherwise stated, the financial information used in this section has been derived from our Audited Restated Financial Statements and our Unaudited limited review report for the period ended December 31, 2023 Financial Results.

Our Fiscal commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that particular year. In this Draft Letter of Offer, unless specified otherwise, any reference to "the Company" or "our Company" refers to Viji Finance Limited, and a reference to "we", "us" or "our" is a reference to our Company.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in "Risk Factors" and "Our Business" on pages 20 and 57 respectively, which discuss a number of factors and contingencies that could affect our financial condition and results of operations. Also see "Forward Looking Statements" on page 14.

Business Overview

We were incorporated in the year 1994 and after completing 29 years, we continue to provide competitive and tailor- made financial services. We are one of the Non- Banking Finance Companies based out in Indore, and we strive to deliver our best to meet our customers' financial needs.

At Viji Finance Limited (VFL), the atmosphere is characterized by focus and drive, as everyone collaboratively strives for excellence to pursue their goals. The Company has a workforce championing this spirit of VFL in our day-to-day activities.

The business model is based on client relationships that are established over period of time rather than a project-based execution approach. Our Company believes that long-term client relationship fetches better dividends. Long-term relations are built on trust and continuous satisfaction of the customers. It helps understanding the basic approach of our Company, its products and its market. It also forms the basis of further expansion for our Company, as we are able to monitor a potential product/ market closely.

Our Business Strategies

The digital lending in India has sharply risen, especially during the COVID-19 pandemic. Banks and NBFCs are increasingly lending either directly through their own digital platforms or through a digital lending platform under an outsourcing arrangement.

Our vision is anchored in a digitally advanced India, where financial solutions are effortless and swift for everyone. Our commitment is to provide our own digital platforms for paperless, simplified disbursement process, speedy loan approval, hassle-free and customized finance solutions is paralleled by our dedication to social responsibility, amplifying positive change within society.

The Company has adopted an integrated approach to lending, with the technology infrastructure and related back-end support functions similar to that of a retail bank. This integrated approach has enabled it to manage increasing business volumes and optimize overall efficiencies.

Our focus to provide financial facilities such as vehicle financing, working capital loans, personal loans, housing loans, etc.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled 'Risk Factors' on page 20 of this Draft Letter of Offer. The following is a discussion of certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

- adverse changes in central or state government policies
- trends in the NBFC Sector;
- adverse development that may affect our operations
- performance of our key clients;
- adverse effect of competition on our market share and profits;
- any qualifications or other observations made by our future statutory auditors which may affect our results of operations;
- changes in technology and our ability to manage any disruption or failure of our technology systems;
- our ability to:
 - manage our growth effectively;
 - manage our credit risk;
 - manage our quality of services;
 - hire and retain senior management personnel and other skilled manpower;
 - manage cost of compliance with labor laws or other regulatory developments;
 - manage our operating costs;
 - manage breakdown or failure of equipment, power supply or processes, natural disasters and accidents;
 - successfully implement our business strategies and expansion plans;
 - maintain effective internal controls;
- adequate and timely supply of equipment and raw materials necessary for our operations;
- Our ability to attract and retain qualified personnel;
- changes in general, political, social and economic conditions in India and elsewhere;
- general levels of GDP growth, and growth in employment and personal disposable income; and
- economic uncertainties, fiscal crises or instability in India

SIGNIFICANT ACCOUNTING POLICIES

The accounting policies have been applied consistently to the periods presented in the Financial Statements. For details of our significant accounting policies, please refer section titled "Restated Financial Information" on page 72 of this Draft Letter of Offer.

CHANGE IN ACCOUNTING POLICIES IN PREVIOUS 3 YEARS

Except as mentioned in the Notes to the Accounts in the chapter "Restated Financial Information" on page 72 of this Draft Letter of Offer has been no change in accounting policies in last 3 years.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS

The Audit Report issued by our Statutory Auditors has no reservations, qualifications and adverse remarks.

RESULTS OF OPERATIONS

The following table sets out selected data from the Restated Financial Statements for Financial Year 2023 and Financial Year 2022, together with the percentage that each line item represents of our total revenue for the periods presented.

(₹ in Lakhs)

Particulars	As at		As at	
	March 31, 2023		March 31, 2022	
Revenue from operations				
Interest Income	208.28	99.67%	121.63	95.69%
Fees and commission Income	0.14	0.07%	0.40	0.32%
Others (to be specified)	-	-	-	-
Total Revenue from operations	208.42	99.74%	122.03	96.01%
Other Income (to be specified)	0.54	0.26%	5.07	3.99%
Total Income	208.96	100.00%	127.10	100.00%
Expenses				
Finance Costs	14.59	6.98%	5.64	4.44%
Fees and commission expense	-	-	-	-
Employee Benefits Expenses	66.48	31.81%	33.75	26.55%
Depreciation, amortization and impairment	35.17	16.83%	7.81	6.14%
Others expenses (to be specified)	32.71	15.65%	30.37	23.89%
Total Expenses	148.95	71.28%	77.57	61.03%
Profit / (loss) before exceptional items and tax	60.01	28.72%	49.54	38.97%
Exceptional items	-	-	-	-
Profit/(loss) before tax	60.01	28.72%	49.54	38.97%
Less: Tax Expense:				
(1) Current Tax	15.39	7.36%	5.22	4.11%
(2) Deferred Tax	1.32	0.63%	0.29	0.23%
Profit/(loss) for the period from continuing operations	43.30	20.72%	44.03	34.64%
Profit/(loss) from discontinued operations	-	-	-	-
Profit/(loss) for the period	43.30	20.72%	44.03	34.64%
Other Comprehensive Income	-	-	-	-
Total Comprehensive Income for the period	43.30	20.72%	44.03	34.64%
Earnings per equity share				
Basic (Rs.)	0.05	-	0.05	-
Diluted (Rs.)	0.05	-	0.05	-

Total income

Revenue from operations

Our revenue from operations comprises of interest receipts from loans and fees and commission income from other financial services.

Other Income

Other income comprises of discounts, bad debt recovered and Profit on sales of Investment.

Expenses

Our expenses consist of finance costs, fees and commission expenses, employee benefit expense, depreciation, impairment and amortisation expenses and other expenses.

Finance Costs

Finance Cost benefit expense consists of interest on borrowings and bank charges.

Employee benefit expenses

Employee benefit expense consists of salary & incentive and director remuneration.

Depreciation, impairment and amortisation expenses

Depreciation, impairment and amortization expenses consist of depreciation on tangible and intangible assets owned by our company.

Other expenses

Other expenses include advertisement expenses, consultancy charges, bank charges, interest and penalty, provision on sub-standard assets, travelling expenses, vehicle running & maintenance, ROC fees and Listing Fees.

Tax expenses

Tax expense comprises of current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of applicable tax laws. Deferred tax liability/asset is recognized based on the difference between taxable profit and book profit due to the effect of timing differences and treatment of expenses. Our deferred tax is measured based on the applicable tax rates and tax laws that have been enacted or substantively enacted by the relevant balance sheet date.

Comparison of Historical Results of Operations

Financial Year 2023 compared to Financial Year 2022

Total Revenue

The total revenue for the financial year ended March 31, 2023 increased from ₹127.10 lakhs during the financial year ended March 31, 2022 to ₹208.96 lakhs an increase of ₹81.86 lakhs i.e. 64.40%. The increase in total revenue was primarily due to an increase in interest income.

Revenue from operations

Our revenue from operations increased from ₹121.63 lakhs during the financial year ended March 31, 2022 to ₹208.28 lakhs in financial year ended March 31, 2023, representing an increase of ₹86.65 lakhs i.e. 71.24%. This increase was mainly due to an increase in interest income during the financial year ended March 31, 2023 as compared to the previous year.

Other income

Other income decreased from ₹5.07 lakhs to ₹0.54 Lakhs, a decrease of ₹4.53 lakhs i.e. 89.35%, This decrease was due to a decrease in bad debt recovered and discounts received.

Expenses

Our total expenses increased from ₹77.57 lakhs for the financial year ended March 31, 2022 to ₹148.95 lakhs for the financial year ended March 31, 2023 which was an increase of ₹71.39 lakhs i.e. 92.03%. This was due to an increase in finance cost, employee cost, depreciation and other expenses.

Finance Costs

Finance Costs for the year ended March 31, 2023 was ₹14.59 lakhs compared to ₹ 5.64 lakhs for the year ended March 31, 2022. This was an increase of ₹8.95 lakhs i.e. 158.71% over the previous year. This was due to an increase in interest on borrowings.

Employee benefit expenses

Employee benefits expense for the year ended March 31, 2023 was ₹66.48 lakhs compared to ₹33.75 lakhs for the year ended March 31, 2022. This was an increase of ₹32.73 lakhs i.e. 96.98 % over the previous year. This was due to an increase in staff for business expansion.

Depreciation, amortisation and impairment Costs

Depreciation, amortisation and impairment costs for the year ended March 31, 2023 was ₹35.17 lakhs as compared to ₹7.81 lakhs for the year ended March 31, 2022, an increase of ₹27.36 lakhs i.e. 350.32%. This was due to increase in depreciation on fixed assets.

Other expenses

Other expenses for the year ended March 31, 2023 was ₹32.71 lakhs as compared to ₹30.37 lakhs for the year ended March 31, 2022, an increase of ₹2.34 lakhs i.e. 7.72% over the previous year. This was due to an increase in advertisement expenses, audit fees, consultancy charges, insurance expenses, listing fees etc.

Profit/(Loss) before Tax

The loss before tax for the year ended March 31, 2023 was ₹60.01 lakhs as compared to ₹49.54 lakhs for the year ended March 31, 2022, an increase of ₹10.47 lakhs i.e. 21.14%. This was due to an increase in the revenue from operation and decrease in other expenses.

Taxation

The Company's tax expenses had increased by ₹11.20 lakhs from ₹5.22 lakhs in the Fiscal 2022 to ₹16.71 lakhs in Fiscal 2023. This was primarily due to increase in Current Tax Expenses from ₹5.22 lakhs in Fiscal 2022 to ₹15.39 lakhs in Fiscal 2022. The Current Tax Expenses has been increased due to higher profit during the year.

Profit/Loss after Tax

After accounting for taxes at applicable rates, our Company reported a net profit of ₹ 43.30 lakhs in Fiscal 2023 as compared to a net profit of ₹ 44.03 lakhs in Fiscal 2022.

RESULTS OF OPERATIONS

The following table sets out selected data from the Restated Financial Statements for Financial Year 2022 and Financial Year 2021, together with the percentage that each line item represents of our total revenue for the periods presented.

(₹ in Lakhs)

Particulars	As at		As at	
	March 31, 2022		March 31, 2021	
Revenue from operations				
Interest Income	121.63	95.69%	92.04	97.46%
Fees and commission Income	0.40	0.32%	-	-
Others (to be specified)	-	-	-	-
Total Revenue from operations	122.03	96.01%	92.04	97.46%
Other Income (to be specified)	5.07	3.99%	2.40	2.54%
Total Income	127.10	100.00%	94.44	100.00%
Expenses				
Finance Costs	5.64	4.44%	3.87	4.10%
Fees and commission expense	-	-	-	-
Employee Benefits Expenses	33.75	26.55%	9.12	9.65%
Depreciation, amortization and impairment	7.81	6.14%	4.89	5.18%
Others expenses (to be specified)	30.37	23.89%	17.33	18.35%
Total Expenses	77.57	61.03%	35.20	37.27%
Profit / (loss) before exceptional items and tax	49.54	38.97%	59.24	62.73%
Exceptional items	-	-	-	-
Profit/(loss) before tax	49.54	38.97%	59.24	62.73%
Less: Tax Expense:				
(1) Current Tax	5.22	4.11%	15.45	16.36%
(2) Deferred Tax	0.29	0.23%	(0.87)	(0.92%)
Profit/(loss) for the period from continuing operations	44.03	34.64%	44.66	47.29%
Profit/(loss) from discontinued operations				
Profit/(loss) for the period	44.03	34.64%	44.66	47.29%
Other Comprehensive Income				
Total Comprehensive Income for the period	44.03	34.64%	44.66	47.29%
Earnings per equity share				
Basic (Rs.)	0.05		0.05	
Diluted (Rs.)	0.05		0.05	

Revenue from operations

Our revenue from operations comprises of interest receipts from loans and fees and commission income from other financial services.

Other Income

Other income comprises of discounts, bad debt recovered and Profit on sales of Investment.

Expenses

Our expenses consist of finance costs, fees and commission expenses, employee benefit expense, depreciation, impairment and amortisation expenses and other expenses.

Finance Costs

Finance Cost benefit expense consists of interest on borrowings and bank charges.

Employee benefit expenses

Employee benefit expense consists of salary & incentive and director remuneration.

Depreciation, impairment and amortisation expenses

Depreciation, impairment and amortization expenses consist of depreciation on tangible and intangible assets owned by our company.

Other expenses

Other expenses include advertisement expenses, consultancy charges, bank charges, interest and penalty, provision on sub-standard assets, travelling expenses, vehicle running & maintenance, ROC fees and Listing Fees.

Tax expenses

Tax expense comprises of current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of applicable tax laws. Deferred tax liability/asset is recognized based on the difference between taxable profit and book profit due to the effect of timing differences and treatment of expenses. Our deferred tax is measured based on the applicable tax rates and tax laws that have been enacted or substantively enacted by the relevant balance sheet date.

Comparison of Historical Results of Operations

Financial Year 2022 compared to Financial Year 2021

Total Revenue

The total revenue for financial year ended March 31, 2022 increased from ₹94.44 lakhs during the financial year ended March 31, 2021 to 127.10 lakhs, increase of ₹32.66 lakhs i.e. 34.58%. This increase was majorly due to increase in interest income.

Revenue from operations

Our revenue from operations increased from ₹92.04 lakhs during the financial year ended March 31, 2021 to ₹122.03 lakhs in financial year ended March 31, 2022, an increase of ₹29.99 lakhs i.e. 32.59 %. This was mainly due to increase in interest income on account of repayment of loans.

Other income

Other income increased from ₹2.40 lakhs in financial year ended March 31, 2021 to ₹5.07 lakhs in financial year ended March 31, 2022, an increase of ₹2.67 lakhs i.e. 111.25%, This increase was due to an increase in bad debt recovered and discounts received.

Expenses

Our total expenses increased from ₹35.20 lakhs for the financial year ended March 31, 2021 to ₹77.57 lakhs for the financial year ended March 31, 2022 which was an increase of ₹42.37 lakhs i.e. 120.37%. This was due to an increase in finance cost, depreciation and amortisation, employee benefit expenses and overall increase in other expenses.

Finance Costs

Finance Costs for the year ended March 31, 2022 was ₹5.64 lakhs compared to ₹3.87 lakhs for the year ended March 31, 2021. There was an increase of ₹1.77 lakhs i.e. 45.74% over the previous year. This was due to an increase in interest on borrowings.

Employee benefit expenses

Employee benefits expense for the financial year ended March 31 2022 was ₹33.75 lakhs compared to ₹9.12 lakhs for the financial year ended March 31, 2021. There was an increase of ₹24.63 lakhs i.e. 270.23% over the previous year. This was majorly due to increase in salary and incentive and director remuneration.

Depreciation and Amortisation Expense

Depreciation and amortization expense for the year ended March 31, 2022 was ₹7.81 lakhs compared to ₹4.89 lakhs for the financial year ended March 31, 2021. There was an increase of ₹2.92 lakhs i.e. 59.71% over the previous year. This was majorly due to increase in property, plant and equipment.

Other expenses

Other expenses for the year ended March 31, 2022 was ₹30.37 lakhs as compared to ₹17.33 lakhs for the year ended March 31, 2021, an increase of ₹13.04 lakhs i.e. 75.24% over the previous year. This was due to an increase in advertisement expenses, application fees, provision on sub-standard assets, repair and maintenance etc.

Profit/(Loss) before Tax

The Profit/(loss) before tax for the year ended March 31, 2022 was ₹49.54 lakhs as compared to a profit of ₹59.24 lakhs for the year ended March 31, 2021, a decrease in profits by ₹9.71 lakhs i.e. 16.39%. This was majorly due to increase in employee benefit expenses and other expenses.

Taxation

Total tax expense for the year ended March 31, 2022 was ₹5.22 lakhs as compared to ₹15.45 lakhs for the year ended March 31, 2021.

Profit/Loss after Tax

After accounting for taxes at applicable rates, our Company reported a net profit of ₹44.03 lakhs in Fiscal 2022 as compared to a net profit of ₹ 44.66 lakhs in Fiscal 2021.

Comparison of Historical Results of Operations

Nine months period ended December 31, 2023 compared with Nine months period ended December 31, 2022.

Particulars	Nine Month period ended 31.12.2023		Nine-month period ended 31.12.2022	
	₹ in Lakhs	% of total income	₹ in Lakhs	% of total income
Revenue from operations				
Interest Income	137.58	100.00%	158.18	99.67%
Fees and commission Income	-		-	
Others (to be specified)	-		-	
Total Revenue from operations	137.58	100.00%	158.18	99.67%
Other Income (to be specified)	-	-	0.53	0.33%
Total Income	137.58	100.00%	158.71	100.00%
Expenses				
Finance Costs	13.01	9.46%	15.64	9.85%
Fees and commission expense	-	-	-	
Employee Benefits Expenses	47.09	34.23%	24.38	15.36%
Depreciation, amortization and impairment	26.74	19.44%	26.55	16.73%
Others expenses (to be specified)	30.98	22.52%	19.86	12.51%
Total Expenses	117.82	85.64%	86.43	54.46%
Profit / (loss) before exceptional items and tax	19.76	14.36%	72.28	45.54%
Exceptional items	-	-	-	-
Profit/(loss) before tax	19.76	14.36%	72.28	45.54%
Less: Tax Expense:				
(1) Current Tax	5.14	3.74%	18.79	11.84%
(2) Deferred Tax	(0.20)	(0.15%)	0.94	0.59%
Profit/(loss) for the period from continuing operations	14.82	10.77%	52.55	33.11%
Profit/(loss) from discontinued operations	-	-	-	-
Profit/(loss) for the period	14.82	10.77%	52.55	33.11%
Other Comprehensive Income	-	-	-	-
Total Comprehensive Income for the period	14.82	10.77%	52.55	33.11%
Earnings per equity share				
Basic (Rs.)	0.02		0.06	
Diluted (Rs.)	0.02		0.06	

Total Revenue

Our total revenue for the nine months period ended December 31, 2023 was ₹158.71 lakhs as compared to ₹137.58 lakhs for the corresponding nine months period ended December 31, 2022. There was decrease of ₹21.13 lakhs i.e. 13.31%. This was majorly due to decrease in interest income.

Revenue from Operations

Our revenue from operations for the nine months period ended December 31, 2023 was ₹137.58 lakhs as compared to ₹158.18 lakhs for the corresponding nine months period ended December 31, 2022, decrease of ₹20.60 lakhs or 13.02%. This was due to decrease in interest income.

Other Income

Our Other Income for the nine months period ended December 31, 2023 and corresponding nine months period ended December 31, 2022 was ₹ Nil.

Total Expenses

Our total expenses for the nine months period ended December 31, 2023 were ₹117.82 lakhs as compared to ₹86.43 lakhs for the corresponding nine months period ended December 31, 2022, an increase of ₹31.39 lakhs i.e. 36.32%.

Finance Costs

Finance Costs for the nine months period ended December 31, 2023 was ₹13.01 lakhs compared to ₹15.64 lakhs for the nine months period ended December 31, 2022. There was a decrease of ₹2.63 lakhs i.e. 16.82% over the previous year. This was due to decrease in interest on borrowings.

Employee benefit Expenses

Our employee benefit expenses increased from ₹24.38 lakhs for the nine months period ended December 31, 2022 to ₹47.09 lakhs for the corresponding nine months period ended December 31, 2023, an increase of ₹22.71 lakhs i.e. 93.15%. The increase in Employee Benefits Expense was primarily due to increase in staff for business expansion.

Depreciation and Amortization

Our depreciation and amortization expenses increased from ₹26.55 lakhs for the nine months period ended December 31, 2022 to ₹26.74 lakhs for the corresponding nine months period ended December 31, 2023, increase of ₹0.19 lakhs i.e. 0.72%.

Other expenses

Other expenses for the nine months period ended December 31, 2023 was ₹30.98 lakhs as compared to ₹19.86 lakhs for the nine months period ended December 31, 2022, an increase of ₹11.12 lakhs i.e. 55.99%. This was due to an increase in operational expenses.

Profit Before tax

Because of the reasons stated above, our profit before tax was ₹19.76 lakhs for the nine months period ended December 31, 2023 as compared to ₹72.28 lakhs for the corresponding nine months period ended December 31, 2022, decrease of ₹52.52 lakhs i.e. 72.66%.

Tax Expenses

Our tax expenses for the nine months period ended December 31, 2023 was ₹4.94 lakhs as compared to ₹19.73 lakhs for the corresponding nine months period ended December 31, 2022, decrease of ₹14.79 lakhs i.e. 74.96%.

Profit After Tax

Our profit after tax was ₹14.82 lakhs for the nine months period ended December 31, 2023 as compared to ₹52.55 lakhs for the corresponding nine months period ended December 31, 2022, decrease of ₹37.73 lakhs i.e. 71.80%.

CASH FLOWS

The following table sets forth certain information relating to our cash flows:

Particulars	(₹ in Lakhs)		
	March 31, 2023	March 31, 2022	March 31, 2021
Net Cash Flow generated from/ (used in) Operating Activities (A)	(247.25)	(105.50)	72.47
Net Cash Flow generated from / (used) in Investing Activities (B)	(195.87)	(57.95)	(1.98)
Net Cash Flow generated from / (used) in Financing Activities (C)	451.97	112.37	(29.84)
Net increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	8.83	(51.07)	40.65
Cash and cash equivalents at the beginning of the year/period	9.15	60.22	19.57
Cash and cash equivalents at year/ period end	17.98	9.15	60.22

Cash generated from Operating Activities

Net cash generated from operating activities for the year ended March 31, 2023 was ₹ (247.25) Lakhs as compared to the profit/(loss) before tax of ₹60.01 lakhs for the same period. This difference is primarily on account of depreciation, finance costs, interest income, gain on sale of investments, cash inflow from interest and cash outflow towards finance cost.

Net cash used in operating activities for the year ended March 31, 2022 was ₹ (105.50) lakhs as compared to the profit/(loss) before tax of ₹49.54 lakhs for the same period. This difference is primarily on account of depreciation, decrease in trade receivables, increase in loans, decrease in payables, and increase in provisions.

Net cash generated in operating activities for the year ended March 31, 2021 was ₹72.47 lakhs as compared to the profit/(loss) before tax of ₹59.24 lakhs the same period. This difference is primarily on account of decrease in trade receivables, decrease in loans, decrease in other financial assets, decrease in payables and decrease in provisions.

Net Cash used in Investing Activities

Net cash used in investing activities for the year ended March 31, 2023 was ₹ (195.87) lakhs. This was on account of purchase of Property, plant and equipment.

Net cash generated in investing activities for the year ended March 31, 2022 was ₹ (57.95) lakhs. This was on account of purchase of Property, plant and equipment.

Net cash used in investing activities for the year ended March 31, 2021 was ₹ (1.98) lakhs. This was on account of change in Earmarked balances with banks.

Net Cash flow used in Financing Activities

Net cash flows used in financing activities for the year ended March 31, 2023 was ₹451.97 lakhs. This was on account of the proceeds from borrowings.

Net cash flows used in financing activities for the year ended March 31, 2022 was ₹112.37 lakhs. This was on account of the proceeds from borrowings.

Net cash flows used in financing activities for the year ended March 31, 2021 was ₹ (29.84) lakhs. This was on account of the repayment of borrowings.

Contingent Liabilities

There were no contingent liabilities as on March 31, 2023.

Off-Balance Sheet Arrangements

We do not have any other off-balance sheet arrangements or other relationships with unconsolidated entities, such as special purpose vehicles, that have been established for the purposes of facilitating off-balance sheet arrangements.

QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT FINANCIAL RISK

Our Board has overall responsibility for the establishment and oversight of our risk management framework. Our risk management policies are established to identify and analyse the risks faced, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and our activities. We have exposure to the following risks:

(a) Market Risk

The Company is exposed to equity price risk arising from its equity instruments held as stock in trade. Equity price risk is related to the change in market reference price of the investment in equity securities. The Company considers factors such as track record, market reputation, fundamental and technical.

Market Risk is the possibility of loss arising from changes in the value of a financial instrument as a result of changes in market variables such as interest rates, exchange rates and other asset prices. The Company's exposure to market risk is a function of asset liability management and interest rate sensitivity assessment. The company is exposed to interest rate risk and liquidity risk, if the same is not managed properly. The company continuously monitors these risks and manages them through appropriate risk limits.

(b) Interest Rate Risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest-bearing investments due to fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest-bearing investments will fluctuate due to fluctuations in the interest rates.

(c) Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people or systems, or from external events. The operational risks of the Company are managed through comprehensive internal control systems and procedures. Failure of managing operational risk might lead to legal / regulatory implications due to non-compliance and lead to financial loss due to control failures. While it is not practical to eliminate all the operational risk, the Company has put in place adequate control framework by way of segregation of duties, well defined process, staff training, maker and checker process, authorisation and clear reporting structure. The effectiveness of control framework is assessed by internal audit on a periodic basis.

(d) Liquidity Risk

Liquidity is the Company's capacity to fund increase in assets and meet both the expected and unexpected obligations without incurring unacceptable losses. Liquidity risk is the inability to meet such obligations as they become due without adversely affecting the company's financial conditions. The Asset Liability Management Policy of the Company stipulates a broad framework for Liquidity risk management to ensure that the Company can meet its liquidity obligations.

The Company maintains a portfolio of highly marketable and diverse assets that are assumed to be easily liquidated in the event of an unforeseen interruption in cash flow. The liquidity position of the company is assessed under a variety of scenarios giving due consideration to stress factors relating to both the market in general and risk specifics to the Company. Basis the liquidity position assessed under various stress scenarios; the Company reviews the following to effectively handle any liquidity crisis:

- Adequacy of contingency funding plan in terms of depth of various funding sources, time to activate, cost of borrowing, etc.
- Availability of unencumbered eligible assets.

(e) 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 has established a credit quality review process to provide early identification of possible changes in the creditworthiness of counterparties. The credit quality review process aims

to allow the Company to assess the potential loss as a result of the risks to which it is exposed and take corrective actions.

RELATED PARTY TRANSACTIONS

For details of our related party transactions, see “Restated Financial Information - Related Party Transactions” on page 72 of this Draft Letter of Offer.

Qualitative Disclosure about Market Risk

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as described in the section titled “Risk Factors” and chapter titled “Management's Discussion and Analysis of Financial Conditions and Results of Operations” on page 20 and page 75 respectively of this Draft Letter of Offer, to our knowledge there are no known trends or uncertainties that have or are expected to have a material adverse impact on our income from continuing operations.

Unusual or Infrequent Events or Transactions

Except as described elsewhere in this Draft Letter of Offer, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant economic/regulatory changes

Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Except as disclosed in this Draft Letter of Offer, to our knowledge, there are no significant regulatory changes that materially affected or are likely to affect our income from continuing operations.

Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company's operations or are likely to affect income except as mentioned in the section titled “Risk Factors” on page 20 of this Draft Letter of Offer.

Expected future changes in relationship between costs and revenues, in case of events such as future increase in interest rate that will cause a material change are known

Other than as described in the section titled “Risk Factors” and chapter titled “Management's Discussion and Analysis of Financial Conditions and Results of Operations” on page 20 and 75 respectively, and elsewhere in this Draft Letter of Offer, there are no known factors to our knowledge which would have a material adverse impact on the relationship between costs and income of our Company. Our Company's future costs and revenues will be determined by demand/supply situation and government policies.

The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices

The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

Competitive Conditions

We expect competition in the sector from existing and potential competitors to vary. However, on account of our core strengths we will be able to stay competitive. For further details, kindly refer the chapter titled “Our Business” on page 57 of this Draft Letter of Offer.

Total Turnover of Each Major Business Segment

We are operating only in one segment which is to provide loans and financing.

New Product or Business Segment

Except as disclosed in “Our Business” on page 57 of this Draft Letter of Offer, we have not announced and do not expect to announce in the near future any new products or business segments.

Seasonality of Business

Our Company’s business is not seasonal in nature.

Significant dependence on a Single or Few Suppliers or Customers

Other than as described in this Draft Letter of Offer, to our knowledge, there is no significant dependence on a single or few customers or suppliers.

Significant Developments since last balance sheet date

To our knowledge no circumstances have arisen since March 31, 2023, the date of the last financial information disclosed in this Draft Letter of Offer which materially and adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

FINANCIAL INDEBTEDNESS

Set forth below is a brief summary of all the borrowings of our Company together with a brief description of certain significant terms of such financing arrangements. As on December 31, 2023, our total outstanding secured borrowing was ₹ 192.96 and total outstanding unsecured borrowing was ₹ 952.09.

SECURED BORROWINGS BY OUR COMPANY

As on December 31, 2023 the aggregated outstanding borrowings of our Company as under:

Lender	Type	Nature of Facility	Loan (Rs. in Lakhs)	Amount Outstanding as at December 31, 2023 (Amt in Lakhs)	Rate of Interest	Repayment Terms
Axis Bank	Long Term	Vehicle Loan*	150.00	140.13	7.25%	Repayable in 60 months
Toyota Financial Services India limited	Long Term	Vehicle Loan	46.50	28.18	9.26%	Repayable in 60 months
IFL Promoters Limited	Long Term	Term Loan	100.00	24.65	18.00%	Repayable in 12 months
Total			296.50	192.96		

UNSECURED BORROWINGS

Our Company has availed the following unsecured loans as under:

Lender	Type	Nature of Facility	Loan (Rs. in Lakhs)	Amount Outstanding as at December 31, 2023 (Rs in Lakhs)	Rate of Interest	Repayment Terms
Buldana Urban Co-operative Credit Society	Term Loan	Unsecured Loan	13.65	4.84	13%	-
Vijay Kothari	Continuing Term	Unsecured Loan	NA	947.25	Interest Free Loan	-
Total			13.65	952.09		

MARKET PRICE INFORMATION

Our Company's Equity Shares have been listed and actively being traded on BSE, NSE and CSE

- a. Year is a Financial Year;
- b. Average price is the average of the daily closing prices of the Equity Shares for the year, or the month, as the case may be;
- c. High price is the maximum of the daily high prices and low price is the minimum of the daily low prices of the Equity Shares, as the case may be, for the year, or the month, as the case may be; and
- d. In case of two days with the same high / low / closing price, the date with higher volume has been considered.

Stock Market Data of the Equity Shares

The high, low and average market closing prices recorded on the Stock Exchanges during the last three years and the number of Equity Shares traded on these days are stated below:

BSE

Financial Year	High	Date of High	Number of shares traded on date of High	Total volume traded on date of High (in ₹)	Low	Date of Low	Number of shares traded on date of low	Total Volume traded on date of Low (in ₹)	Average Price for the Year
2022-2023	4.46	06-04-2022	88848	402494	2.03	29-03-2023	39286	79194	2.96
2021-2022	6.94	04-01-2022	284061	1955594	0.59	19-04-2021	3752	2271	2.52
2020-2021	0.85	10-12-2020	309085	245382	0.25	01-04-2020	30001	7200	0.58

(Source: www.bseindia.com)

National Stock Exchange Limited

Financial Year	High	Date of High	Number of shares traded on date of High	Total volume traded on date of High (in ₹)	Low	Date of Low	Number of shares traded on date of low	Total Volume traded on date of Low (in ₹)	Average Price for the Year
2023	3.35	12-01-23	59432	197880.3	2.5	27-02-23	44,679	113456.1	2.88
2022	6.9	04-01-22	836445	5618787	0.85	17-05-21	378553	321770.1	2.66
2021	1.05	02-07-20	315210	339687.2	0.55	14-08-20	219752	121568.2	0.7

(Source: www.nseindia.com)

Notes: High, low and average prices are based on the daily closing prices.

In case of two days with the same high or low price, the date with the high volume has been considered.

Market Prices for the last Six calendar months

BSE

The total number of days trading during the past Six months, from August 2023 to January 2024 was 125 days. The average volume of Equity Shares traded on BSE was 85838.73 per day.

The high and low prices and volume of Equity Shares traded on the respective date on BSE during the last Six months preceding the date of this Letter of Offer are as follows:

Month	High	Date of High	Number of shares traded on date of High	Total volume traded on date of High (in ₹)	Low	Date of Low	Number of shares traded on date of low	Total Volume traded on date of Low (in ₹)	Average Price for the Year
August	2.58	22-08-2023	446633	1088081	1.59	10-08-2023	15052	24162	1.9
September	2.14	01-09-2023	26257	54603	1.84	25-09-2023	3134	5773	1.98
October	1.99	16-10-2023	6926	13314	1.76	31-10-2023	5391	9542	1.87
November	1.8	13-11-2023	19524	35034	1.68	09-11-2023	24411	41670	1.72
December	2.26	15-12-2023	470279	1036750	1.6	06-12-2023	59616	96413	1.87
January	2.77	12-01-2024	439879	1222369	1.99	01-01-2024	113291	223802	2.42

(Source: www.bseindia.com)

National Stock Exchange Limited

The total number of days trading during the past Six months, from August 2023 to January 2024 was 69 days. The average volume of Equity Shares traded on NSE was 23820.84 per day.

The high and low prices and volume of Equity Shares traded on the respective date on BSE during the last Six months preceding the date of this Letter of Offer are as follows:

Month	High	Date of High	Number of shares traded on date of High	Total volume traded on date of High (in ₹)	Low	Date of Low	Number of shares traded on date of low	Total Volume traded on date of Low (in ₹)	Average Price for the Year
August	2.2	24-08-23	619214	1378269	2.1	30-08-23	384857	814499.4	2.15
September	2.1	05-09-23	169086	353990.1	1.75	25-09-23	168226	300700.4	1.94
October	1.95	05-10-23	214281	415146.6	1.7	27-10-23	171085	301385.1	1.85
November	1.8	01-11-23	135594	238463.2	1.65	17-11-23	492689	825376.1	1.71
December	1.7	01-12-23	227579	381042.9	1.7	01-12-23	227579	381042.9	1.7
January	2.45	31-01-24	413426	1033217	2.45	31-01-24	413426	1033217	2.45

(Source: www.nseindia.com)

In the event the high or low or closing price of the Equity Shares are the same on more than one day, the day on which there has been higher volume of trading has been considered for the purposes of this chapter.

The Board of our Company has approved the Issue at their meeting held on February 12, 2024. The high and low prices of our Company's shares as quoted on BSE on February 13, 2024, the day on which the trading happened immediately following the date of the Board meeting is as follows:

BSE

Date	Volume (in ₹)	Highest Price (in ₹)	Lowest Price (in ₹)
February 13, 2024	3,86,642	2.91	2.67

(Source: www.bseindia.com)

National Stock Exchange Limited

Date	Volume (in ₹)	Highest Price (in ₹)	Lowest Price (in ₹)
February 13, 2024	8,62,280.35	2.90	2.70

(Source: www.nseindia.com)

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding (i) criminal proceedings involving our Company, Directors, or Promoters; (ii) actions by any statutory or regulatory authorities involving our Company, Directors, or Promoters; or (iii) claim involving our Company, Directors, or Promoters for any direct or indirect tax liabilities (disclosed in a consolidated manner giving the total number of claims and total amounts involved), (iv) proceeding involving our Company, Directors, or Promoters (other than proceedings covered under (i) to (iii) above) which has been determined to be “material” pursuant to the materiality policy approved by our Board in its meeting held on 14th July, 2023 (“Materiality Policy”) (as disclosed herein below).

In terms of the Materiality Policy, other than outstanding criminal proceedings, actions taken by any statutory or regulatory authority and claims for any direct or indirect tax liabilities mentioned in point (i) to (iii) above, all other pending litigation:

- A. *involving our Company, Promoters and Directors:*
 - i. *where the aggregate monetary claim made by or against our Company, in any such pending litigation proceeding is in excess of 2% Accordingly, we have disclosed all such outstanding litigation proceedings where the aggregate monetary claim made by or against our Company, in any such pending litigation proceeding is in excess of 2%; and*
 - ii. *where the monetary liability is not quantifiable, or which does not fulfil the threshold specified in (i) above, but the outcome of which could, nonetheless may have a material adverse effect on the position, business, operations, prospects or reputation of our Company have been considered “material”.*
- B. *involving our Directors and our Promoters (individually or in aggregate), the outcome of which would materially and adversely affect the business, operations, prospects, financial position or reputation of our Company, irrespective of the amount involved, has been considered as material.*

Further, except as disclosed in this section, there are no (i) disciplinary action taken against any of our Promoters by SEBI or the Stock Exchange in the five Fiscals preceding the date of this Letter of Offer which may have a material impact on our Company.

Further, in accordance with the Materiality Policy, a creditor of our Company, shall be considered to be material creditor (except banks and financial institutions from whom the Company has availed financing facilities) for the purpose of disclosure in the offer documents, if amounts due to such creditor exceeds 2% per cent of the total trade payables of our Company as per the most recently completed Fiscal as per the Restated Standalone Financial Information. Accordingly, we have disclosed consolidated information of outstanding dues owed to any creditors of our Company, separately giving details of number of cases and amount for all dues where each of the dues exceed 2% per cent. of total trade payables of our Company as on 31st March, 2023 as per the Restated Standalone Financial Information) (“Material Dues”).

Further, in accordance with the Materiality Policy for the disclosure of the outstanding dues to any party which is a micro, small or a medium enterprise (“MSME”) will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.

Unless stated to the contrary, the information provided in this section is as of the date of this Draft Letter of Offer. All terms defined in a summary pertaining to a particular litigation shall be construed only in respect of the summary of the litigation where such term is used.

1. LITIGATION INVOLVING OUR COMPANY

i. Litigation against our Company

1. Criminal Proceedings

Nil

2. Actions taken by Statutory/Regulatory Authorities

Nil

3. Tax Proceedings

AY	Name of Assessee	Proceeding status /date of demand raised	Outstanding demand Amount in Rs.	Interest In Rs
2021	VIJI FINANCE LIMITED	17-SEP-2022	1685400	252810
2014	VIJI FINANCE LIMITED	17-Feb-2017	663290	201370
2018	VIJI FINANCE LIMITED	20-Nov-2019	521420	NA
2020	VIJI FINANCE LIMITED	24-Dec-2021	204480	NA-
2014	VIJI FINANCE LIMITED	17-Feb-2017	822130	NA

4. Other Material Litigations

Nil

5. Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals

Except as stated below, no disciplinary action has been taken against our Company by SEBI or Stock Exchanges in the past five years or is outstanding against us, as on date of this Draft Letter of Offer:

ii. Litigation by our Company

1. Criminal Proceedings:

Nil

2. Civil and other Material Litigations:

Nil

2. LITIGATION INVOLVING OUR PROMOTERS

Cases filed against our Promoter

1. Criminal Proceedings:

Case details of Mr. Vijay Kothari

- 1) FIR No. 0011/2023 dated 06.01.2023
Last hearing date in Lower Court – 23.01.2024
Next hearing date in Lower Court – 23.03.2024
Case status- Challan diary not put up in Lower Court.
Name of party: Mr. Gautam Chhallani

The FIR is filed by Mr.Gautam Chhallani against Mr.Vijay Kothari for cheating and fraud under section 409/420 of ipc for cheating & misusing the power granted to him by the Sahakari Grah nirman Sanstha at indore

That the Property developed at a Sai Gangotri Vihar Colony Indore,Plot No.99, total area 1815 sq.ft on 18/02/2022 total amount of Rs.6,81,225/- paid by the Gautam Chhallani but Registry was not done in the name of the Complainant and as per the past records it has come to know that membership No.248 on 22/01/2010 was given to some Nirmala jain hence Mr.Gautam Chhallani has filed an FIR for selling the same Plot No. 248 to Different persons and taking money and misusing the power granted to him under Sahakari Grah nirman Sanstha at indore.

The matter is pending for its adjudication

2. Actions taken by Statutory/Regulatory Authorities:

Nil

3. Tax Proceedings:

i. Income Tax Proceedings and Outstanding Tax demands against Promoter given below:

AY	Name of Assessee	Proceeding status /date of demand raised	Outstanding demand Amount in Rs.	Interest In Rs
2015	Shilpa Kothari	24-Dec-2017	590690	22218
2021	Shilpa Kothari	14-Sep-2022	631210	94680
2008	Shilpa Kothari	30-Dec-2017	28441	-
2020	Shilpa Kothari	11-Feb-2021	570410	188232
2014	Shilpa Kothari	30-Dec-2017	902170	-
AY	Name of Assessee	Proceeding status /date of demand raised	Outstanding demand Amount in Rs.	Interest In Rs
2019	Vijay Kothari	04-May-2020	932350	-
2014	Vijay Kothari	30-Dec-2017	6043520	3746970
2015	Vijay Kothari	22-Dec-2017	135388	646500
2020	Vijay Kothari	29-March-2021	1256970	414777
2015	Vijay Kothari	10-Feb-2018	550	-
2021	Vijay Kothari	09-Jul-2022	245510	41735

4. Other Material Litigations

Nil

5. Disciplinary action against our Promoters by SEBI or any stock exchange in the last five Fiscals

Nil

Cases filed by our Promoter

1. Criminal Proceedings:

1) Case No. 12386/19

Case status - Respondent could not be traced by Court.

Court proceeding attached.

Name of party: Mr. Gorang Shah

Amount involved in case no 12386/19 is Rs. 60,37,500/-

Next hearing date : 22/04/2024

Mr.Vijay Kothari has sold has sold 10 lakhs shares at Rs.5.25/- per share of VIJI FINANCE LTD i.e total amount of Rs. 52,50,000/- to Mr. Gaurang Shah on 24.10.2018 and Mr. Gaurang had issued cheque in favour of Mr. Vijay Kothari and which was bounce for in sufficient balance

Interest from 24.10.2018 till 24.08.2019 is Rs. 7,87,500/-
Total amount of Rs.52,50,000/- plus 7,87,500/- interest outstanding to be received from Mr. Gaurang Shah.

2. Other Material Litigations:

Nil

3. LITIGATION INVOLVING OUR DIRECTORS

Cases filed against our Directors:

1. Criminal Proceedings:

1) FIR No. 0011/2023 dated 06.01.2023
Last hearing date in Lower Court – 23.01.2024
Next hearing date in Lower Court – 23.03.2024
Case status- Challan diary not put up in Lower Court.
Name of party: Mr. Gautam Chhallani

The FIR is filed by Mr. Gautam Chhallani against Mr. Vijay Kothari for cheating and fraud under section 409/420 of IPC for cheating & misusing the power granted to him by the Sahakari Grah Nirman Sanstha at Indore

That the Property developed at a Sai Gangotri Vihar Colony Indore, Plot No.99, total area 1815 sq. ft on 18/02/2022 total amount of Rs.6,81,225/- paid by the Gautam Chhallani but Registry was not done in the name of the Complainant and as per the past records it has come to know that membership No.248 on 22/01/2010 was given to some Nirmala Jain hence Mr. Gautam Chhallani has filed an FIR for selling the same Plot No. 248 to Different persons and taking money and misusing the power granted to him under Sahakari Grah Nirman Sanstha at Indore.

The matter is pending for its adjudication

2. Actions taken by Statutory/Regulatory Authorities

Nil

3. Tax Proceedings

AY	Name of Assessee	Proceeding status /date of demand raised	Outstanding demand Amount in Rs.	Interest In Rs
2019	Vijay Kothari	04-May-2020	932350	-
2014	Vijay Kothari	30-Dec-2017	6043520	3746970
2015	Vijay Kothari	22-Dec-2017	135388	646500
2020	Vijay Kothari	29-March-2021	1256970	414777
2015	Vijay Kothari	10-Feb-2018	550	-
2021	Vijay Kothari	09-Jul-2022	245510	41735

4. Other Material Litigations

Nil

5. Disciplinary action against our Directors by SEBI or any stock exchange in the last five Fiscals

Nil

Cases filed by our Directors

1. Criminal Proceedings

1) Case No. 12386/19

Case status - Respondent could not be traced by Court.

Court proceeding attached.

Name of party: Mr. Gorang Shah

Amount involved in case no 12386/19 is Rs. 60,37,500/-

Next hearing date : 22/04/2024

Mr. Vijay Kothari has sold has sold 10 lakhs shares at Rs.5.25/- per share of VIJI FINANCE LTD i.e total amount of Rs. 52,50,000/- to Mr. Gaurang Shah on 24.10.2018 and Mr. Gaurang had issued cheque in favour of Mr. Vijay Kothari and which was bounce for in sufficient balance

Interest from 24.10.2018 till 24.08.2019 is Rs. 7,87,500/-

Total amount of Rs.52,50,000/- plus 7,87,500/- interest outstanding to be received from Mr. Gaurang Shah.

2. Other Material Litigations

Nil

4. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

In terms of the Materiality Policy dated 14th July, 2023 our Company has 5 material creditors, as on 31st December, 2023

As on 31st December, 2023 the details of amounts outstanding towards small scale undertakings and other creditors are as follows:

Particulars	No. of Creditors	(₹ in lakhs)
		Amount
Outstanding dues to small scale undertakings	0	0.00
Outstanding dues to other creditors	6	5.60
Total outstanding dues	6	5.60

For further details, refer to the section titled “Restated Financial Information” on page 72 of this Draft Letter of Offer.

5. DISCLOSURES PERTAINING TO WILFUL DEFAULTERS / FRAUDULENT BORROWERS

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them. None of our Promoters or Directors have been categorised as a Fraudulent Borrower.

MATERIAL DEVELOPMENTS

Except as stated below and in this Draft Letter of Offer, to our knowledge, no circumstances have arisen since December 31, 2023, which materially and adversely affect or are likely to affect our operations, performance, prospects or profitability, or the value of our assets or our ability to pay material liabilities:

- Ms. Palak Malviya (DIN: 07795827) has been appointed as Non-Executive Independent Director with effect from February 12, 2024.
- Mr. Suresh Singh Jain (DIN: 03584190) has resigned as a Non-Executive Independent Director with effect from February 20, 2024 due to Health related Issues.
- The Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and the Rights Issue Committee has accordingly been reconstituted with effect from February 12, 2024.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Board of Directors at its meeting held on February 12, 2024 have authorised this Issue pursuant to Section 62(1)(c) of the Companies Act, 2013.

Our Board of Directors / Rights Issue Committee has, at its meeting held on [●], determined the Issue Price as ₹[●] per Rights Equity Share and the Rights Entitlement as [●] Rights Equity Share for every [●] Equity Share held on the Record Date.

The Draft Letter of Offer was approved by the Rights Issue Committee (duly constituted by the Board in their meeting on [●] pursuant to its resolution dated [●]).

Our Company has received 'in-principle' approval letter from BSE Limited, National Stock Exchange of India Limited, The Calcutta Stock Exchange Limited vide letter dated [●] for listing of the Rights Equity Shares to be allotted pursuant to Regulation 28(1) of SEBI Listing Regulations. Our Company will also make applications to BSE Limited, National Stock Exchange of India Limited, The Calcutta Stock Exchange Limited to obtain their trading approval for the Rights Entitlements as required under the SEBI Rights Issue Circulars

Our Company has been allotted the ISIN [●] for the Rights Entitlements to be credited to the respective Demat accounts of the Equity Shareholders of our Company. For details, see "Terms of the Issue" on page 105.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters, our Directors, the members of our Promoter Group and persons in control of the Promoter and the Company have not been prohibited from accessing the capital market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Draft Letter of Offer.

Further, our Promoter and our Directors are not promoter or director of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI. None of our Directors or Promoters are associated with the securities market in any manner. There is no outstanding action initiated against them by SEBI in the five years preceding the date of filing of this Draft Letter of Offer.

Neither our Promoter nor our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

Prohibition by RBI

Neither our Company, nor our Promoter and Directors have been categorized or identified as willful defaulters or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

Compliance with Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, our Promoters and the members of our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent it may be applicable to them as on date of this Draft Letter of Offer.

Eligibility for the Issue

Our Company is a listed company, incorporated under the Companies Act, 1956. The Equity Shares of our Company are presently listed on the BSE, NSE and CSE. We are eligible to undertake the Issue in terms of Chapter III of SEBI ICDR Regulations. Pursuant to Clauses (1) and (2) of Part B of Schedule VI to the SEBI ICDR Regulations, our Company is required to make disclosures in accordance with Part B-1 of Schedule VI to the SEBI ICDR Regulations.

Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company undertakes to make an application to the Stock Exchange for listing of the Rights Equity Shares to be issued pursuant to the Issue. BSE Limited is the Designated Stock Exchange for the Issue.

Disclaimer Clause of SEBI

The Draft Letter of Offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the size of the issue is less than Rs. 5,000 lakhs.

Disclaimer from our Company and our Directors

Our Company and our Directors accept no responsibility for statements made otherwise than in this Draft Letter of Offer or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.vijifinance.com.

All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at bidding centers or elsewhere.

Investors will be required to confirm and will be deemed to have represented to our Company and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company and its respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

No information which is extraneous to the information disclosed in this Letter of Offer or otherwise shall be given by our Company or any member of the Issue management team or the syndicate to any particular section of investors or to any research analyst in any manner whatsoever, including at road shows, presentations, in research or sales reports or at bidding centre.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Rights Equity Shares and the Rights Entitlement, but only under circumstances and in the applicable jurisdictions. Unless otherwise specified, the information contained in this Draft Letter of Offer is current only as at its date.

Disclaimer in respect of Jurisdiction

This Draft Letter of Offer has been prepared under the provisions of Indian law and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Indore.

Disclaimer Clause of BSE, NSE and CSE

As required, a copy of the Draft Letter of Offer has been submitted to BSE, NSE and CSE. The disclaimer clause as intimated by BSE, NSE, CSE to our Company, post scrutiny of the Draft Letter of Offer, has been included in the Letter of Offer prior to the filing with the Stock Exchange.

Designated Stock Exchange

BSE, NSE and CSE being the only stock exchange where the Company's shares are listed, the Designated Stock Exchange for the purposes of the Issue is BSE.

Selling Restrictions

This Draft Letter of Offer is solely for the use of the person who has received it from our Company or from the Registrar to the Issue. This Draft Letter of Offer is not to be reproduced or distributed to any other person.

The distribution of this Draft Letter of Offer/ Letter of Offer, Abridged Letter of Offer, Application Form and the Rights Entitlement Letter and the issue of Rights Entitlements and Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer/ Letter of Offer, Abridged Letter of Offer Application Form and the Rights Entitlement Letter may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders of our Company and will dispatch the Draft Letter of Offer/ Letter of Offer, Abridged Letter of Offer Application Form and the Rights Entitlement Letter only to Eligible Equity Shareholders who have provided an Indian address to our Company.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of the Draft Letter of Offer, Abridged Letter of Offer or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that this Draft Letter of Offer has been filed with the Stock Exchange.

Accordingly, the Rights Entitlement or Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer or any offering materials or advertisements in connection with the Issue or Rights Entitlement may not be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer / Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Draft Letter of Offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. If this Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in this Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Listing

Our Company will apply to BSE, NSE and CSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THE DRAFT LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THE DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. Envelopes

containing an Application Form should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Draft Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and this Draft Letter of Offer / Letter of Offer/ Abridged Letter of Offer, Application Form and the Rights Entitlement Letter will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Rights Entitlements and the Equity Shares will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of the Draft Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made; and (ii) is authorised to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws, rules and regulations.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed "Overseas Shareholders" to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; (iii) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

None of the Rights Entitlements or the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws in the United States. Accordingly, the Rights Entitlements and Equity Shares are being offered and sold only outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

NO OFFER IN ANY JURISDICTION OUTSIDE INDIA

NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO ANY OTHER JURISDICTION AT ANY TIME.

Filing

This Draft Letter of Offer is being filed with the BSE, NSE and CSE as per the provisions of the SEBI ICDR Regulations. SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Draft Letter of Offer with SEBI for rights issues has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Draft Letter of Offer has been filed with Stock Exchange and not with SEBI. However, the Letter of Offer will be submitted to SEBI for information and dissemination and will be filed with the Stock Exchanges.

Mechanism for Redressal of Investor Grievances

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/ OIAE/2/2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

Investor complaints received by our Company are typically disposed of within 15 days from the receipt of the complaint.

Investor Grievances arising out of this Issue

Investors may contact the Registrar to the Issue or our Company Secretary for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, see “*Terms of the Issue*” at Page 105. The contact details of our Registrar to the Issue and our Company Secretary are as follows:

Registrar to the Issue

Cameo Corporate Services Limited

Subramanian Building, No.1, Club House Road,
Chennai – 600002, Tamil Nadu, India.

Contact Details: +91- 44 4002 0700

Email Address: rights@cameoindia.com

Website: www.cameoindia.com;

Contact Person: Ms. K. Sreepriya;

SEBI Registration Number: INR000003753

Investors may contact the Company Secretary and Compliance Officer at the below mentioned address for any pre-Issue/post-Issue related matters such as non-receipt of Letters of Allotment / share certificates / demat credit /Refund Orders etc.

Ms. Stuti Sinha is the Company Secretary and Compliance Officer of our Company. Her contact details are:

11/2, Usha Ganj Jaora Compound
Indore, Madhya Pradesh 452001, India

Tel: +91 7898493969;

Fax: N.A

Email: info@vijifinance.com

Consents and Expert Opinion

Consents in writing of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, legal advisor to the Issue and the Registrar to the Issue to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the date of this Draft Letter of Offer.

Our Company has received written consent dated January 30, 2024 from our Statutory and Peer Review Auditor, namely M/s. Shyam Nagori & Co., Chartered Accountants for inclusion of their Independent Auditors’ Report dated February 12, 2024 on our Restated Financial Information for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 and the Limited Review Financial Statements for nine months ended December 31, 2023 dated January 10, 2024 on the unaudited financial statements for the Nine-month period ended December 31, 2023; and to include their name in this Draft Letter of Offer and as an ‘Expert’ as defined under Section 2(38) of the Companies Act, 2013 in relation to the Statement of Tax Benefits dated February 12, 2024 in the form and context in which it appears in this Draft Letter of Offer. Such consent has not been withdrawn up to the date of this Draft Letter of Offer.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has obtained necessary consents, licenses, permissions and approvals from governmental and regulatory authorities that are material for carrying on our present business activities. Some of the approvals and licenses that our Company requires for our business operations may expire in the ordinary course of business, and our Company will apply for their renewal from time to time.

We are not required to obtain any licenses or approvals from any governmental and regulatory authorities in relation to the objects of this Issue. For further details, please refer to "*Objects of the Issue*" beginning on page 44 of this Draft Letter of Offer.

SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and the Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Circulars SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (“SEBI – Rights Issue Circular”), all investors (including renouncees) shall make an application for a rights issue only through ASBA facility.

OVERVIEW

The Issue and the Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Application Form and the Rights Entitlement Letter, the Memorandum of Association and the Articles of Association of our Company, the provisions of Companies Act, the terms and conditions as may be incorporated in the FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from the SEBI, the RBI or other regulatory authorities, the terms of Listing Agreements entered into by our Company with the Stock Exchange and terms and conditions as stipulated in the Allotment Advice.

Important:

I. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS:

In accordance with the SEBI (ICDR) Regulations, and the ASBA Circular, our Company will send/dispatch at least three days before the Issue Opening Date, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material (**‘Issue Materials’**) only to the Eligible Equity Shareholders who have provided an India address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the India addresses provided by them.

Further, the Letter of Offer will be sent/dispatched, by the Registrar to the Issue on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses and have made a request in this regard.

Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- a) Our Company at www.vijifinance.com;
- b) the Registrar to the Issue at: www.cameoindia.com;
- c) the Stock Exchange at www.bseindia.com, www.nseindia.com, www.cse-india.com.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.cameoindia.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.vijifinance.com).

Further, our Company will undertake all adequate steps to reach out to the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible.

Please note that neither our Company nor the Registrar shall be responsible for not sending the physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit. Resident Eligible Equity Shareholders, who are holding Equity Shares in physical form as on the Record Date, can obtain details of their respective Rights Entitlements from the website of the Registrar by entering their Folio Number.

The distribution of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer is being filed with SEBI and the Stock Exchange. Accordingly, the Rights Entitlements and Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorised to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send the Letter of Offer, Abridged Letter of Offer, the Application Form and other applicable Issue materials primarily to email addresses of Eligible Equity Shareholders who have provided a valid e-mail address and an Indian address to our Company.

The Letter of Offer will be provided, primarily through e-mail, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard.

II. PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense account, as applicable. For further details on the Rights Entitlements and demat suspense account, please

see “*Terms of the Issue—Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” on page 117.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense account in case of resident Eligible Equity Shareholders holding shares in physical form as at Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein:

- i) the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB; or
- ii) the requisite internet banking.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, please see “*Terms of the Issue—Grounds for Technical Rejection*” on page 113. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, - please see “*Terms of the Issue—Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 109.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- i) apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- ii) apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- iii) apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- iv) apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for Additional Rights Equity Shares; or
- v) renounce its Rights Entitlements in full.

Making of an Application through the ASBA process

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company and its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

Do's for Investors applying through ASBA:

- a. Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.
- b. Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialised form only.
- c. Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- d. Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including Additional Rights Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- e. Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.
- f. Ensure that you have a bank account with SCSBs providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- g. Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- h. Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the

beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

- i. Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 read with press release dated June 25, 2021 and September 17, 2021.

Don'ts for Investors applying through ASBA:

- a. Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
- b. Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- c. Do not send your physical Application to the Registrar, a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- d. Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
- e. Do not submit Application Form using third party ASBA account.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar or the Stock Exchange. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilise the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Viji Finance Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date)/DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity

Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;

5. Number of Equity Shares held as at Record Date;
6. Allotment option – only dematerialised form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for within the Rights Entitlements;
9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Rights Equity Shares applied for;
11. Total amount paid at the rate of ₹[●]per Rights Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
16. An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar to the Issue at rights@cameoindia.com ; and
17. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in “Restrictions on Purchases and Resales” on page 132 and shall include the following:

“I/ We hereby make representations, warranties and agreements set forth in “Restrictions on Purchases and Resales” on page 132.

I/ We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the representations, warranties and agreements set forth therein.”

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.cameoindia.com.

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date.

Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in

dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as at Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two clear Working Days prior to the Issue Closing Date;
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- c) The remaining procedure for Application shall be same as set out in “*Terms of the Issue—Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 109.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as at the Record Date will not be allowed to renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialised Rights Entitlements are transferred from the suspense demat account to the respective demat accounts within prescribed timelines, can apply for Additional Rights Equity Shares while submitting the Application through ASBA process.

PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM, AS APPLICABLE, AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM, AS APPLICABLE

Application for Additional Rights Equity Shares

Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “*Terms of the Issue—Basis of Allotment*” on page 125.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares.

Additional general instructions for Investors in relation to making of an Application

- a) Please read the Draft Letter of Offer carefully to understand the Application process and applicable settlement process.
- b) Please read the instructions on the Application Form sent to you. Application should be complete in all

respects. The Application Form found incomplete with regards to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.

- c) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under “*Terms of the Issue—Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 109.
- d) Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange.
- e) Applications should not be submitted to the Bankers to the Issue, our Company or the Registrar.
- f) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.
- g) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation (“**Demographic Details**”) are updated, true and correct, in all respects. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. The Allotment Advice and the intimation on unblocking of ASBA Account or refund (if any) would be mailed to the address of the Investor as per the Indian address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, or the Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.
- h) By signing the Application Forms, Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- i) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.
- j) Investors should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/ Folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. The investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs

or the Registrar will not be liable for any such rejections.

- k) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.
- l) All communication in connection with Application for the Rights Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
- m) Investors are required to ensure that the number of Rights Equity Shares applied by them do not exceed the prescribed limits under the applicable law.
- n) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- o) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- p) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- q) Do not pay the Application Money in cash, by money order, pay order or postal order.
- r) Do not submit multiple Applications.
- s) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules.
- t) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021 and September 17, 2021.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

- a) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.
- b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- c) Sending an Application to our Company, Registrar, to a branch of a SCSB which is not a Designated Branch of the SCSB.
- d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- f) Account holder not signing the Application or declaration mentioned therein.

- g) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.
- h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
- i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.
- k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and this Draft Letter of Offer.
- m) Physical Application Forms not duly signed by the sole or joint Investors, as applicable.
- n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
- o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
- p) Applications which: (i) appear to our Company or its agents to have been executed in, electronically transmitted from or dispatched from jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States, and is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.
- q) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- r) Application from Investors that are residing in U.S. address as per the depository records.

Multiple Applications

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialised form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Rights Equity Shares with/without using Additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, please see “*Terms of the Issue—Procedure for Applications by Mutual Funds*” on page 116.

In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications on through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoters or members of our Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in “*Capital Structure*” on page 42.

Procedure for Applications by certain categories of Investors

Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements. Further, the aggregate limit of all FPIs investments is up to the sectoral cap applicable to the sector in which our Company operates (i.e., 100% under automatic route).

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to, inter alia, the following conditions:

- a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
- b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

Procedure for Applications by AIFs, FVCIs, VCFs and FDI route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e., any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of our Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole

responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any Allotments made by relying on such approvals.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India (“OCI”) may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Circular 2020 has been amended to state that all investments by entities incorporated in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

Procedure for Applications by Systemically Important Non-Banking Financial Companies (“NBFC-SI”)

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) net worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is [●], 2024, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchange and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Draft Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in “*Terms of the Issue—Basis of Allotment*” on page 125.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights

Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, whether applying through ASBA facility, may withdraw their Application post the Issue Closing Date.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

III. CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

Rights Entitlements

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as at the Record Date, you may be entitled to subscribe to the number of Rights Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e. www.cameoindia.com;) by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.vijifinance.com).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialised form. A separate ISIN for the Rights Entitlements has also been generated which is [●]. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense account to the Stock Exchange after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required

to make an Application to apply for Rights Equity Shares offered under Rights Issue for subscribing to the Rights Equity Shares offered under Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (www.cameoindia.com). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense account (namely, “[●] RE Suspense Account”) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., by [●], 2024 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

IV. RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

Renounees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renounee(s) as well.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchange or through an off-market transfer. In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, the Eligible Equity Shareholders, who hold Equity Shares in physical form as at Record Date and who have not furnished the details of their demat account to the

Registrar or our Company at least two Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchange (the “**On Market Renunciation**”); or (b) through an off-market transfer (the “**Off Market Renunciation**”), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited / lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Payment Schedule of Rights Equity Shares

₹[●] per Rights Equity Share (including premium of ₹[●] per Rights Equity Share) shall be payable on Application.

Our Company accepts no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

a) On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchange through a registered stock-broker in the same manner as the existing Equity Shares.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN: [●] subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchange from time to time.

The Rights Entitlements are tradable in dematerialised form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [●] to [●]2024 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN: [●] band indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE, National Stock Exchange of India Limited, The Calcutta Stock Exchange Limited under automatic order matching mechanism and on ‘T+1 rolling settlement basis’, where ‘T’ refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

b) *Off Market Renunciation*

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Rights Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN: [●], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

V. *MODE OF PAYMENT*

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through the ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorising the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Draft Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalisation of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Mode of payment for Resident Investors

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Investors

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-Tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.
2. Subject to the above, in case Rights Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.
3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.
5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
6. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for Additional Rights Equity Shares.

VI. BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE

The Rights Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of the Issue such as face value, Issue Price, Rights Entitlement ratio, please see “*The Issue*” on page 36.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of [●] Equity Share for every [●] Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or not in the multiple of [●] the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlement, if any.

Further, the Eligible Equity Shareholders holding less than [●] Equity Shares shall have ‘zero’ entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

Ranking

The Rights Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued

by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchange and the terms and conditions as stipulated in the Allotment advice. The Rights Equity Shares to be issued and Allotted under this Issue shall, upon being fully paid-up rank *pari passu* with the existing Equity Shares, in all respects including dividends.

Listing and trading of the Rights Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchange. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from the BSE Limited, National Stock Exchange of India Limited, The Calcutta Stock Exchange Limited through letter bearing reference number [●] dated [●]. Our Company will apply to the Stock Exchanges for final approvals for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 537820), National Stock Exchange of India Limited (Scrip Code: VIJIFIN), The Calcutta Stock Exchange Limited (Scrip Code: 032181) under the ISIN: INE159N01027. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchange. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchange, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from the Stock Exchange, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Subscription to this Issue by our Promoters and members of our Promoter Group

For details of the intent and extent of subscription by our Promoters and the Promoter Group, see “Capital Structure –Intent and extent of participation by the Promoters and the Promoter Group” on page 42

Rights of Holders of Rights Equity Shares

Subject to applicable laws, Equity Shareholders who have been Allotted Rights Equity Shares pursuant to the Issue shall have the following rights:

- a) The right to receive dividend, if declared;
- b) The right to receive surplus on liquidation;
- c) The right to receive offers for rights shares and be allotted bonus shares, if announced;
- d) The right to free transferability of Rights Equity Shares;
- e) The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law and as disclosed in this Draft Letter of Offer; and
- f) Such other rights as may be available to a shareholder of a listed public company under the Companies

Act, 2013, the Memorandum of Association and the Articles of Association.

VII. GENERAL TERMS OF THE ISSUE

Market Lot

The Rights Equity Shares shall be tradable only in dematerialised form. The market lot for the Rights Equity Shares in dematerialised mode is one Equity Share.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of the Rights Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Equity Shares to be Allotted in this Issue. Nominations registered with the respective DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

Arrangements for Disposal of Odd Lots

The Rights Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be one Rights Equity Share and hence, no arrangements for disposal of odd lots are required.

Notices

In accordance with the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other applicable Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one Bengali language daily newspaper with wide circulation (Bengali being the regional language of West Bengal, where our Registered Office is located).

This Draft Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchange for making the same available on their websites.

Offer to Non-Resident Eligible Equity Shareholders/Investors

As per Rule 7 of the FEMA Rules, RBI has given general permission to a person resident outside India and having investment in an Indian company to make investment in rights equity shares issued by such company subject to certain conditions. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, subject to the conditions set out therein (i) subscribe for additional shares over and above their rights entitlements; (ii) renounce the shares offered to them either in full or

part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at rights@cameoindia.com. It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Rights Equity Shares may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company and the Stock Exchange. Further, Application Forms will be made available at Registered Office and Corporate Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis.

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, OCBs have been derecognised as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and to obtain prior approval from RBI for applying in this Issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. by email to rights@cameoindia.com and info@vijifinance.com respectively.

ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, PLEASE SEE “ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS” ON PAGE 126.

VIII. ISSUE SCHEDULE

LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENTS	[●]
ISSUE OPENING DATE	[●]
LAST DATE FOR ON MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS #	[●]
ISSUE CLOSING DATE*	[●]
FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)	[●]
DATE OF ALLOTMENT (ON OR ABOUT)	[●]
DATE OF CREDIT (ON OR ABOUT)	[●]
DATE OF LISTING (ON OR ABOUT)	[●]

- # *Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.*
- * *Our Board or a duly authorised committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., [●], to enable the credit of the Rights Entitlements by way of transfer from the demat suspense account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., [●]. If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar, is active to facilitate the aforementioned transfer. Eligible Equity Shareholders holding Equity Shares in physical form can update the details of their demat accounts on the website of the Registrar (i.e.,: www.cameoindia.com);. Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts. Eligible Equity Shareholders can obtain the details of their Rights Entitlements from the website of the Registrar (i.e., www.cameoindia.com;) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company.

IX. BASIS OF ALLOTMENT

Subject to the provisions contained in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Rights Equity Shares in the following order of priority:

- a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renounee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.
- b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
- c) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for Additional Rights Equity Shares. The Allotment of such Additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board or its Rights Issue Committee in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- d) Allotment to Renounees who having applied for all the Rights Equity Shares renounced in their favour, have applied for Additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is

surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Rights Equity Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Banker to the Issue to refund such Applicants.

X. ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS

Our Company will send/ dispatch Allotment advice, refund intimations or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 4 (Four) days from the Issue Closing Date. In case of failure to do so, our Company and our Directors who are "officers in default" shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 4 (Four) days' period.

The Rights Entitlements will be credited in the dematerialised form using electronic credit under the depository system and the Allotment advice shall be sent, through a mail, to the Indian mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for Additional Rights Equity Shares in the Issue and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be unblocked. The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

XI. PAYMENT OF REFUND

Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes.

- a) Unblocking amounts blocked using ASBA facility.
- b) **NACH** – National Automated Clearing House is a consolidated system of electronic clearing service.

Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including a Magnetic Ink Character Recognition (“MICR”) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

- c) **National Electronic Fund Transfer (“NEFT”)** – Payment of refund shall be undertaken through NEFT wherever the Investors’ bank has been assigned the Indian Financial System Code (“IFSC Code”), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as at a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine digit MICR number and their bank account number with the Registrar, to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
- d) **Direct Credit** – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.
- e) **RTGS** – If the refund amount exceeds ₹2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investor’s bank receiving the credit would be borne by the Investor.
- f) For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/first Investor and payable at par.
- g) Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

XII. ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

Receipt of the Rights Equity Shares in Dematerialised Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO CLEAR WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS AT THE RECORD DATE.

Investors shall be Allotted the Rights Equity Shares in dematerialised (electronic) form. Our Company has signed two agreements with the respective Depositories and the Registrar to the Issue, which enables the Investors to hold and trade in the securities issued by our Company in a dematerialised form, instead of holding the Equity Shares in the form of physical certificates:

- a) Tripartite agreement dated March 27, 2012 amongst our Company, NSDL and the Registrar to the Issue;
and
- b) Tripartite agreement dated February 17, 2012 amongst our Company, CDSL and the Registrar to the Issue.

INVESTORS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALISED FORM

The procedure for availing the facility for Allotment of Rights Equity Shares in this Issue in the dematerialised form is as under:

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
3. The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.
4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.
5. The Rights Equity Shares will be allotted to Applicants only in dematerialised form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with Investor Education and Protection Fund (IEPF) authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.
6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, through physical dispatch.
7. Renounees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

XIII. IMPERSONATION

Attention of the Investors is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or

to any other person in a fictitious name, shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹10 lakhs or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹0.1 crore or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 50 lakhs or with both.

XIV. UTILISATION OF ISSUE PROCEEDS

Our Board declares that:

- A. All monies received out of this Issue shall be transferred to a separate bank account;
- B. Details of all monies utilised out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed until the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
- C. Details of all unutilised monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

XV. UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

1. The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.
2. All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchange where the Equity Shares are to be listed will be taken by our Board within the period prescribed by SEBI.
3. The funds required for unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
4. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Applicant within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
5. In case of unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
6. Adequate arrangements shall be made to collect all ASBA Applications.
7. As of the date of this Draft Letter of Offer, our Company had not issued any outstanding compulsorily convertible debt instruments. Further, except as disclosed in this Draft Letter of Offer, our Company has not issued any outstanding convertible debt instruments.
8. Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

XVI. INVESTOR GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS

1. Please read this Draft Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the

conditions of this Draft Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.

2. All enquiries in connection with this Draft Letter of Offer must be addressed (quoting the registered folio number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and superscribed “**Viji Finance Limited– Rights Issue**” on the envelope and postmarked in India) to the Registrar at the following address:

Cameo Corporate Services Limited

Subramanian Building, No.1, Club House Road,
Chennai – 600002, Tamil Nadu, India.

Contact Details: +91 04440020700/28460390

Email Address: rights@cameoindia.com

Website: www.cameoindia.com ;

Contact Person: Ms. K. Sreepriya;

SEBI Registration Number: INR000003753

3. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar to the Issue (www.cameoindia.com). Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is +91 22 4961 4132 / +91 22 3199 8810.
4. The Investors can visit following links for the below-mentioned purposes:
 - a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.cameoindia.com
 - b) Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: www.cameoindia.com
 - c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.cameoindia.com
 - d) Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders: <https://www.cameoindia.com>

This Issue will remain open for a minimum 7 (Seven) days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Closing Date).

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment (“**FDI**”) and approval from the Government of India will not be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) (“**DPIIT**”), Ministry of Finance, Department of Economic Affairs through the FDI Circular 2020 (defined below).

The DPIIT issued the Consolidated FDI Policy Circular of 2020 (“**FDI Circular 2020**”), which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as at October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2020 will be valid until the DPIIT issues an updated circular. The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under the FEMA Rules will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

Please also note that pursuant to Circular no. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies (“OCBs”) have been derecognised as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

RESTRICTIONS ON PURCHASES AND REALES

Eligibility and Restrictions

General

No action has been taken or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares to occur in any jurisdiction, or the possession, circulation, or distribution of the Letter of Offer or any other Issue Material in any jurisdiction where action for such purpose is required, except that the Letter of Offer will be filed with the Stock Exchange and submitted to the SEBI for information and dissemination.

The Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer and any other Issue Materials may not be distributed, in whole or in part, in or into: (i) the United States, or (ii) any jurisdiction other than India except in accordance with the legal requirements applicable in such jurisdiction.

Receipt of the Letter of Offer or any other Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone: (i) in the United States or (ii) any jurisdiction in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed. Accordingly, persons receiving a copy of the Letter of Offer and any other Issue Materials should not distribute or send the Letter of Offer or any such documents in or into any jurisdiction where to do so would or might contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If the Letter of Offer or any other Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares.

Investors are advised to consult their legal counsel prior to accepting any provisional allotment of Rights Equity Shares, applying for excess Rights Equity Shares or making any offer, sale, resale, pledge or other transfer of the Rights Entitlements or the Rights Equity Shares. Rights Entitlements may not be transferred or sold to any person outside India except in accordance with applicable law.

The Letter of Offer is, and the other Issue Materials will be, supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

Each person who exercises the Rights Entitlements and subscribes for the Rights Equity Shares, or who purchases the Rights Entitlements or the Rights Equity Shares shall do so in accordance with the restrictions set out above and below.

Australia

The Letter of Offer does not constitute a prospectus or other disclosure document under the Corporations Act 2001 (Cth) ("**Australian Corporations Act**") and does not purport to include the information required of a disclosure document under the Australian Corporations Act. The Letter of Offer is not a disclosure document under Chapter 6D of the Corporations Act of Australia and it has not been lodged with the Australian Securities and Investments Commission ("**ASIC**") and no steps have been taken to lodge it as such with ASIC. It is not required to, and does not, contain all the information which would be required in a disclosure document.

Any offer in Australia of the Rights Entitlements and Equity Shares under the Letter of Offer may only be made to persons who are "sophisticated investors" (within the meaning of section 708(8) of the Australian Corporations Act), to "professional investors" (within the meaning of section 708(11) of the Australian Corporations Act) or otherwise pursuant to one or more exemptions under section 708 of the Australian Corporations Act so that it is lawful to offer the Rights Entitlements and Equity Shares in Australia without disclosure to investors under Part 6D.2 of the Australian Corporations Act.

If you are acting on behalf of, or acting as agent or nominee for, an Australian resident and you are a recipient of the Letter of Offer, and any offers made under the Letter of Offer, you represent to the Issuer that you will not

provide the Letter of Offer or communicate any offers made under the Letter of Offer to, or make any applications or receive any offers for Rights Entitlements or the Equity Shares for, any Australian residents unless they are a “sophisticated investor” or a “professional investor” as defined by section 708 of the Australian Corporations Act.

Any offer of the Rights Entitlements or the Equity Shares for on-sale that is received in Australia within 12 months after their issue by our Company, or within 12 months after their sale by a selling security holder under the Issue, as applicable, is likely to need prospectus disclosure to investors under Part 6D.2 of the Australian Corporations Act, unless such offer for on-sale in Australia is conducted in reliance on a prospectus disclosure exemption under section 708 of the Australian Corporations Act or otherwise. Any persons acquiring the Rights Entitlements and the Equity Shares should observe such Australian on-sale restrictions.

Bahrain

The Letter of Offer and the Rights Entitlements and the Rights Equity Shares that are offered pursuant to the Letter of Offer have not been registered, filed, approved or licensed by the Central Bank of Bahrain (“CBB”), the Bahrain Bourse, the Ministry of Industry, Commerce and Tourism (“MOICT”) or any other relevant licensing authorities in the Kingdom of Bahrain.

The CBB, the Bahrain Bourse and the MOICT of the Kingdom of Bahrain takes no responsibility for the accuracy of the statements and information contained in the Letter of Offer, nor shall they have any liability to any person, investor or otherwise for any loss or damage resulting from reliance on any statements or information contained herein. The Letter of Offer is only intended for Accredited Investors as defined by the CBB. We have not made and will not make any invitation to the public in the Kingdom of Bahrain to subscribe to the Rights Equity Shares and the Letter of Offer will not be issued to, passed to, or made available to the public generally in the Kingdom of Bahrain. All marketing and offering of the Rights Equity Shares shall be made outside the Kingdom of Bahrain. The CBB has not reviewed, nor has it approved the Letter of Offer and any related offering documents or the marketing thereof in the Kingdom of Bahrain. The CBB is not and will not be responsible for the performance of Rights Equity Shares.

British Virgin Islands

No offer or invitation to subscribe for the Rights Entitlements and the Rights Equity Shares has been or will be made to the public in the British Virgin Islands.

China

No action has been taken by our Company which would permit an offering of Rights Entitlements or the Rights Equity Shares or the distribution of the Letter of Offer in the People's Republic of China (“**PRC**”). The Letter of Offer may not be circulated or distributed in the PRC and the Rights Entitlements and the Rights Equity Shares may not be offered or sold, and will not be offered or sold to any person for re-offering or resale directly or indirectly to, or for the benefit of, legal or natural persons of the PRC except pursuant to applicable laws and regulations of the PRC. Further, no legal or natural persons of the PRC may directly or indirectly purchase any of the Rights Entitlements and the Equity Shares or any beneficial interest therein without obtaining all prior PRC's governmental approvals that are required, whether statutorily or otherwise. Persons who come into possession of the Letter of Offer are required to observe these restrictions. For the purpose of this paragraph, PRC does not include Taiwan and the special administrative regions of Hong Kong and Macau.

Cayman Islands

No offer or invitation to subscribe for the Rights Entitlements and the Rights Equity Shares may be made to the public in the Cayman Islands.

European Economic Area

In relation to each Member State of the European Economic Area (each a “**Relevant State**”), an offer to the public of any Rights Entitlement or Rights Equity Shares may not be made in that Relevant State, except if the Rights Entitlement or Rights Equity Shares are offered to the public in that Relevant State at any time under the following exemptions under the Prospectus Regulation (EU) 2017/1129 (and any amendment thereto) (the “**Prospectus Regulation**”):

- a) to any legal entity that is a qualified investor, as defined in the Prospectus Regulation;
- b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation); or
- c) in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Rights Entitlement or Rights Equity Shares shall result in a requirement for the publication by our Company of a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement of a prospectus pursuant to Article 23 of the Prospectus Regulation. The Letter of Offer is not a prospectus for the purposes of the Prospectus Regulation.

For the purposes of this subsection, the expression an “offer to the public” in relation to any Rights Entitlement or Rights Equity Shares in any Relevant State means a communication to persons in any form and by any means presenting sufficient information on the terms of the Issue so as to enable an investor to decide to purchase or subscribe for the Rights Entitlement or Rights Equity Shares.

Hong Kong

The Rights Entitlements and the Equity Shares may not be offered or sold in Hong Kong by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32, Laws of Hong Kong), or (ii) to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a “prospectus” within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32, Laws of Hong Kong) and no advertisement, invitation or document relating to the Rights Entitlements and the Equity Shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to the Rights Entitlements and the Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

Japan

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Law. No. 25 of 1948 as amended) (the “**FIEA**”) and disclosure under the FIEA has not been and will not be made with respect to the Rights Entitlements and the Rights Equity Shares. No Rights Entitlements or Rights Equity Shares are, directly or indirectly, being offered or sold, and may not, directly or indirectly, be offered or sold in Japan or to, or for the benefit of, any resident of Japan as defined in the first sentence of Article 6, Paragraph 1, Item 5 of the Foreign Exchange and Foreign Trade Contract Act of Japan (Law No. 228 of 1949, as amended) (“**Japanese Resident**”) or to others for re-offering or re-sale, directly or indirectly in Japan or to, or for the benefit of, any Japanese Resident except (i) pursuant to an exemption from the registration requirements of the FIEA and (ii) in compliance with any other relevant laws, regulations and governmental guidelines of Japan.

If an offeree does not fall under a “qualified institutional investor” (tekikaku kikan toshika), as defined in Article 10, Paragraph 1 of the Cabinet Office Ordinance Concerning Definition Provided in Article 2 of the Financial Instruments and Exchange Act (Ordinance of the Ministry of Finance No. 14 of 1993, as amended) (the “Qualified Institutional Investor”), the Rights Entitlements and Equity Shares will be offered in Japan by a private placement to a small number of investors (shoninzu muke kanyu), as provided under Article 23-13, Paragraph 4 of the FIEA, and accordingly, the filing of a securities registration statement for a public offering pursuant to Article 4, Paragraph 1 of the FIEA has not been made.

If an offeree is a Qualified Institutional Investor, the Rights Entitlements and the Equity Shares will be offered in Japan by a private placement to the Qualified Institutional Investor (tekikaku kikan toshikamuke kanyu), as provided under Article 23-13, Paragraph 1 of the FIEA, and accordingly, the filing of a securities registration statement for a public offering pursuant to Article 4, Paragraph 1 of the FIEA has not been made. Any Qualified Institutional Investor purchasing Rights Equity Share agree that it will not, directly or indirectly, resell, assign,

transfer, or otherwise dispose of the Rights Equity Shares to any Japanese Resident other than to another Qualified Institutional Investor.

Kuwait

The Letter of Offer and does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, the Rights Entitlements or the Equity Shares in the State of Kuwait. The Rights Entitlements and the Equity Shares have not been licensed for offering, promotion, marketing, advertisement or sale in the State of Kuwait by the Capital Markets Authority or any other relevant Kuwaiti government agency. The offering, promotion, marketing, advertisement or sale of the Rights Entitlements and the Equity Shares in State of Kuwait on the basis of a private placement or public offering is, therefore, prohibited in accordance with Law No. 7 of 2010 and the Executive Bylaws for Law No. 7 of 2010, as amended, which govern the issue, offer, marketing and sale of financial services/products in the State of Kuwait. No private or public offering of the Rights Entitlements or the Equity Shares is or will be made in the State of Kuwait, and no agreement relating to the sale of the Rights Entitlements or the Equity Shares will be concluded in the State of Kuwait and no marketing or solicitation or inducement activities are being used to offer or market the Rights Entitlements or the Equity Shares in the State of Kuwait.

Mauritius

The Rights Entitlements and the Rights Equity Shares may not be offered or sold, directly or indirectly, to the public in Mauritius. Neither the Letter of Offer nor any offering material or information contained herein relating to the offer of the Rights Entitlements and the Rights Equity Shares may be released or issued to the public in Mauritius or used in connection with any such offer. The Letter of Offer does not constitute an offer to sell the Rights Entitlements and the Rights Equity Shares to the public in Mauritius and is not a prospectus as defined under the Companies Act 2001.

Singapore

The Letter of Offer has not been and will not be registered as a prospectus with the Monetary Authority of Singapore under the Securities and Futures Act (Chapter 289) of Singapore (“SFA”). The offer of Rights Entitlements and Rights Equity Shares pursuant to the Rights Entitlements to Eligible Equity Shareholders in Singapore is made in reliance on the offering exemption under Section 273(1)(cd) of the SFA.

Eligible Equity Shareholders in Singapore may apply for additional Rights Equity Shares over and above their Rights Entitlements only (i) if they are an “institutional investor” within the meaning of Section 274 of the SFA and in accordance with the conditions of an exemption invoked under Section 274, (ii) if they are a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA, or (iii) pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where any additional Rights Equity Shares over and above their Rights Entitlements are purchased under Section 275 of the SFA by a relevant person which is: (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries’ rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired such Rights Equity Shares pursuant to an offer made under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person defined in Section 275(2) of the SFA, or to any person pursuant to an offer that is made on terms that such shares, debentures and units of shares and debentures of that corporation or such rights or interest in that trust are acquired at a consideration of not less than SGP\$ 200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets, and further for a corporation, in accordance with the conditions specified in Section 275 of the SFA; (2) where no consideration is or will be given for the transfer; or (3) where the transfer is by operation of law.

In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “CMP Regulations 2018”), our Company has determined, and hereby notifies all relevant persons (as defined in Section 309(A)(1) of the SFA) that the Rights Entitlements and the Rights Equity Shares are ‘prescribed capital markets products’ (as defined in the CMP Regulations 2018) and Excluded

Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

United Kingdom

No Rights Entitlement or Rights Equity Shares may be offered in the Issue to the public in the United Kingdom prior to the publication of a prospectus in relation to the Rights Entitlement and Rights Equity Shares which is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provisions in Article 74 (transitional provisions) of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019/1234, except that our Company may make an offer to the public in the United Kingdom of Rights Entitlement and Rights Equity Shares at any time:

- a) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;
- b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation); or
- c) in any other circumstances falling within Article 1(4) of the UK Prospectus Regulation,

provided that no such offer of Rights Entitlement or Rights Equity Shares shall result in a requirement for the publication by our Company of a prospectus pursuant to Article 3 of the UK Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation. For the purposes of this provision, the expression an “offer to the public” in relation to any Rights Entitlement or Rights Equity Shares in means a communication to persons in any form and by any means presenting sufficient information on the terms of the Issue so as to enable an investor to decide to purchase or subscribe for the Rights Entitlement or Rights Equity Shares and the expression “UK Prospectus Regulation” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

Except for each person who is not a qualified investor as defined in the UK Prospectus Regulation and who has notified our Company of such fact in writing and has received the consent of our Company in writing to subscribe for or purchase Rights Equity Shares, each person in the United Kingdom who acquires Rights Equity Shares shall be deemed to have represented and warranted that it is a qualified investor as defined in the UK Prospectus Regulation.

In addition, the Letter of Offer may not be distributed or circulated to any person in the United Kingdom other than to (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”); and (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Financial Promotion Order (each such person being referred to as a “**Relevant Person**”). If you are not a Relevant Person, you should not take any action on the basis of the Letter of Offer and you should not act or rely on it or any of its contents. Except for each person who is not a Relevant Person and who has notified our Company of such fact in writing and has received the consent of our Company in writing to subscribe for or purchase Rights Equity Shares, each person in the United Kingdom who acquires Rights Equity Shares shall be deemed to have represented and warranted that it is a Relevant Person.

United Arab Emirates (excluding the Dubai International Financial Centre)

The Letter of Offer has not been, and is not intended to be, approved by the UAE Central Bank, the UAE Ministry of Economy, the Emirates Securities and Commodities Authority or any other authority in the United Arab Emirates (the “UAE”) or any other authority in any of the free zones established and operating in the UAE. The Rights Entitlements and the Rights Equity Shares have not been and will not be offered, sold or publicly promoted or advertised in the UAE in a manner which constitutes a public offering in the UAE in compliance with any laws applicable in the UAE governing the issue, offering and sale of such securities. The Letter of Offer is strictly private and confidential and is being distributed to a limited number of investors and must not be provided to any other person other than the original recipient and may not be used or reproduced for any other purpose.

Dubai International Financial Centre

The Rights Entitlement and the Rights Equity Shares offered in the Issue are not being offered to any persons in the Dubai International Financial Centre except on that basis that an offer is: (i) an “Exempt Offer” in accordance

with the Markets Rules (MKT) (the “**Markets Rules**”) adopted by the Dubai Financial Services Authority (the “**DFSA**”); and (ii) made only to persons who meet the Professional Client criteria set out in Rule 2.3.3 of the DFSA Conduct of Business Module of the DFSA rulebook and are not natural Persons. The Letter of Offer must not be delivered to, or relied on by, any other person. The DFSA has not approved the Letter of Offer nor taken steps to verify the information set out in it and has no responsibility for it. Capitalised terms not otherwise defined in this subsection have the meaning given to those terms in the Markets Rules.

The Equity Shares may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Rights Equity Shares offered in the Offer should conduct their own due diligence on the Equity Shares. If you do not understand the contents of the Letter of Offer, you should consult an authorised financial adviser.

United States

The Rights Entitlements and the Rights Equity Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable state securities laws. The Rights Entitlements and the Rights Equity Shares are only being offered and sold outside the United States in offshore transactions, as defined in and in compliance with Regulation S. Neither the receipt of the Letter of Offer nor any of its accompanying documents constitutes an offer of the Rights Entitlements or the Rights Equity Shares to any Eligible Equity Shareholder other than the Eligible Equity Shareholders who has received the Letter of Offer and its accompanying documents directly from our Company.

Representations, Warranties and Agreements by Purchasers

In addition to the applicable representations, warranties and agreements set forth above, each purchaser, by accepting the delivery of the Letter of Offer and its accompanying documents, submitting an Application Form for the exercise of any Rights Entitlements and subscription for any Rights Equity Shares and accepting delivery of any Rights Entitlements or any Rights Equity Shares, will be deemed to have represented, warranted, acknowledged and agreed as follows on behalf of itself and, if it is acquiring the Rights Entitlements or the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, on behalf of each owner of such account (such person being the “purchaser”, which term shall include the owners of the investor accounts on whose behalf the person acts as fiduciary or agent):

1. The purchaser has the full power and authority to make the representations, warranties, acknowledgements, undertakings and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, and, if the purchaser is exercising the Rights Entitlements and acquiring the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, the purchaser has the full power and authority to make the representations, warranties, acknowledgements, undertakings and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares on behalf of each owner of such account.
2. If any Rights Entitlements were bought by the purchaser or otherwise transferred to the purchaser by a third party (other than our Company), the purchaser was in India at the time of such purchase or transfer.
3. The purchaser is aware and understands (and each account for which it is acting has been advised and understands) that an investment in the Rights Entitlements and the Rights Equity Shares involves a considerable degree of risk and that the Rights Entitlements and the Rights Equity Shares are a speculative investment.
4. The purchaser acquiring the Rights Equity Shares for one or more managed accounts, represents and warrants that the purchaser has been authorized in writing, by each such managed account to acquire the Rights Equity Shares for each managed account and make the representations, warranties, acknowledgements, undertakings and agreements herein for and on behalf of each such account, reading the reference herein to ‘the purchaser’ to include such accounts.
5. The purchaser is eligible to invest in India under applicable law, including the FEMA Rules and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI, RBI or any other regulatory authority, statutory authority or otherwise, from buying, selling or dealing in securities or otherwise accessing capital markets in India. Further, the purchaser is eligible to invest in and hold the

Rights Equity Shares in accordance with the FDI Policy, read along with the press note 3 of 2020 dated April 17, 2020 issued by the Department for Promotion of Industry and Internal Trade, Government of India and the related amendments to the FEMA Rules wherein if the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, foreign direct investments can only be made through the Government approval route, as prescribed in the FEMA Rules.

6. The purchaser is investing in the Rights Equity Shares to be issued pursuant to the Issue in accordance with applicable laws and by participating in the Issue, the purchaser is not in violation of any applicable law, including but not limited to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 and the Companies Act, 2013, each as amended and/or substituted from time to time.
7. The purchaser understands (and each account for which it is acting has been advised and understands) that no action has been or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares in any jurisdiction (other than the filing of the Letter of Offer with the Stock Exchange and its submission with the SEBI for information and dissemination); and it will not offer, resell, pledge or otherwise transfer any of the Rights Entitlements (except in India) or the Rights Equity Shares which it may acquire, or any beneficial interests therein, in any jurisdiction or in any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale, solicitation or invitation except under circumstances that will result in compliance with any applicable laws and/or regulations.
8. The purchaser (or any account for which it is acting) is an Eligible Equity Shareholder and has received an invitation from our Company, addressed to it and inviting it to participate in the Issue.
9. None of the purchaser, any of its affiliates or any person acting on its or their behalf has taken or will take, directly or indirectly, any action designed to, or which might be expected to, cause or result in the stabilization or manipulation of the price of any security of our Company to facilitate the sale or resale of the Rights Entitlements or the Rights Equity Shares pursuant to the Issue.
10. Prior to making any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, the purchaser (i) will have consulted with its own legal, regulatory, tax, business, investment, financial and accounting advisers in each jurisdiction in connection herewith to the extent it has deemed necessary; (ii) will have carefully read and reviewed a copy of the Letter of Offer and its accompanying documents; (iii) will have possessed and carefully read and reviewed all information relating to us and the Rights Entitlements and the Rights Equity Shares which it believes is necessary or appropriate for the purpose of making its investment decision, including, without limitation, the Exchange Information (as defined below); (iv) will have conducted its own due diligence on our Company and the Issue, and will have made its own investment decisions based upon its own judgement, due diligence and advice from such advisers as it has deemed necessary and will not have relied upon any recommendation, promise, representation or warranty of or view expressed by or on behalf of our Company (including any research reports) (other than, with respect to our Company and any information contained in the Letter of Offer); and (v) will have made its own determination that any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares is suitable and appropriate, both in the nature and number of Rights Equity Shares being subscribed.
11. Without limiting the generality of the foregoing, the purchaser acknowledges that the Equity Shares are listed on BSE Limited, National Stock Exchange of India Limited, The Calcutta Stock Exchange Limited and our Company is therefore required to publish certain business, financial and other information in accordance with the rules and practices of BSE Limited, National Stock Exchange of India Limited, The Calcutta Stock Exchange Limited (which includes, but is not limited to, a description of the nature of our Company's business and our Company's most recent financial results, and similar statements for preceding years together with the information on its website and its press releases, announcements, investor education presentations, annual reports, collectively constitutes the "Exchange Information"), and that it has had access to such information without undue difficulty and has reviewed such Exchange Information as it has deemed necessary; and (ii) none of our Company, any of its affiliates has made any representations or recommendations to it, express or implied, with respect to our Company, the Rights Entitlements, the Rights Equity Shares or the accuracy, completeness or adequacy of the Exchange Information.

12. The purchaser acknowledges that any information that it has received or will receive relating to or in connection with the Issue, and the Rights Entitlements or the Rights Equity Shares, including the Letter of Offer and the Exchange Information, has been prepared solely by our Company.
13. The purchaser acknowledges that no written or oral information relating to the Issue, and the Rights Entitlements or the Rights Equity Shares has been or will be provided by our Company.
14. The purchaser understands that its receipt of the Rights Entitlements and any subscription it may make for the Rights Equity Shares will be subject to and based upon all the terms, conditions, representations, warranties, acknowledgements, undertakings and agreements and other information contained in the Letter of Offer and the Application Form. The purchaser understands that none of our Company, the Registrar or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar or any other person acting on behalf of us have reason to believe is in the United States or is ineligible to participate in the Issue under applicable securities laws.
15. The purchaser is aware that the Rights Entitlements and the Equity Shares have not been and will not be registered under the Securities Act or the securities law of any state of the United States and that the offer of the Rights Entitlements and the offer and sale of the Rights Equity Shares to the purchaser was made in accordance with Regulation S.
16. The purchaser was outside the United States at the time the offer of the Rights Entitlements and Rights Equity Shares was made to it and the purchaser was outside the United States when the purchaser's buy order for the Rights Equity Shares was originated.
17. The purchaser did not accept the Rights Entitlements or subscribe to the Rights Equity Shares as a result of any "directed selling efforts" (as defined in Regulation S).
18. The purchaser subscribed to the Rights Equity Shares for investment purposes and not with a view to the distribution or resale thereof. If, in the future, the purchaser decides to offer, sell, pledge or otherwise transfer any of the Rights Equity Shares, the purchaser shall only offer, sell, pledge or otherwise transfer such Rights Equity Shares: (i) outside the United States in a transaction complying with Rule 903 or Rule 904 of Regulation S and in accordance with all applicable laws of any other jurisdiction, including India or (ii) in the United States pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.
19. The purchaser is, and the persons, if any, for whose account it is acquiring the Rights Entitlements and the Rights Equity Shares are, entitled to subscribe for, and authorized to consummate the purchase of, the Rights Equity Shares in compliance with all applicable laws and regulations. If the purchaser is outside India:
 - a. the purchaser, and each account for which it is acting, satisfies: (i) all suitability standards for investments in the Rights Entitlements and the Rights Equity Shares imposed by all jurisdictions applicable to it, and (ii) is eligible to subscribe, and is subscribing, for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of all jurisdictions of residence; and
 - b. the sale of the Rights Equity Shares to it will not require any filing or registration by, or qualification of, our Company with any court or administrative, governmental or regulatory agency or body, under the laws of any jurisdiction which apply to the purchaser or such persons.
20. Except for the sale of Rights Equity Shares on the Stock Exchange, the purchaser agrees, upon a proposed transfer of the Rights Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Rights Equity Shares being sold.
21. The purchaser is a highly sophisticated investor and has such knowledge and experience in financial, business and international investment matters and is capable of independently evaluating the merits and risks (including for tax, legal, regulatory, accounting and other financial purposes) of an investment in the Rights Entitlements and the Rights Equity Shares. It, or any account for which it is acting, has the financial ability to bear the economic risk of investment in the Rights Entitlements and the Rights Equity Shares, has adequate means of providing for its current and contingent needs, has no need for liquidity with respect

to any investment it (or such account for which it is acting) may make in the Rights Entitlements and the Rights Equity Shares, and is able to sustain a complete loss in connection therewith and it will not look to our Company for all or part of any such loss or losses it may suffer.

22. Each of the aforementioned representations, warranties, acknowledgements and agreements shall continue to be true and accurate at all times up to and including the Allotment, listing and trading of the Rights Equity Shares. The purchaser shall hold our Company harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of its representations, warranties, acknowledgements and agreements set forth above and elsewhere in the Letter of Offer. The indemnity set forth in this paragraph shall survive the resale of the Rights Equity Shares.
23. The purchaser acknowledges that our Company and its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements which are given to our Company, and are irrevocable.

The purchaser agrees that any dispute arising in connection with the Issue will be governed by and construed in accordance with the laws of Republic of India, and the courts in Indore, Madhya Pradesh, India shall have sole and exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Letter of Offer and other Issue Materials.

SECTION VIII: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder, would be available for inspection at the corporate office of the Company till the issue closing date on working days and working hours between 11:00 A.M. to 5:00 P.M. and also shall be available on the website of the Company at www.vijifinance.com from the date of this Draft Letter of Offer until the Issue Closing Date.

Additionally, any person intending to inspect the abovementioned contracts and documents electronically, may do so, by writing an email to info@vijifinance.com.

1. Material Contracts for the Issue

- (i) Registrar Agreement dated February 17, 2024 entered into amongst our Company and the Registrar to the Issue.
- (ii) Escrow Agreement dated [●] amongst our Company, the Registrar to the Issue and the Bankers to the Issue/ Refund Bank.

2. Material Documents

- (i) Certified true copies of the Certificate of Incorporation, the Memorandum of Association and the Articles of Association of our Company as amended from time to time.
- (ii) Resolution of the Board of Directors dated February 12, 2024 in relation to the approval of this Issue.
- (iii) Resolution passed by our Rights Issue Committee dated [●] finalizing the terms of the Issue including Record Date and the Rights Entitlement ratio.
- (iv) Resolution of the Rights Issue Committed dated [●] approving and adopting the Draft Letter of Offer.
- (v) Resolution of the Board of Directors dated [●] approving and adopting the Letter of Offer.
- (vi) Consent of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory and Peer Review Auditor, Legal Advisor to the Issue, the Registrar to the Issue for inclusion of their names in the Draft Letter of Offer in their respective capacities.
- (vii) Copies of Annual Reports of our Company for Financial years 2023, 2022 and 2021.
- (viii) Restated Consolidated Financial Statements dated February 12, 2024 of the Statutory Auditor for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, included in this Draft Letter of Offer.
- (ix) Statement of Tax Benefits dated February 12, 2024 from the Statutory and Peer Review Auditor included in this Draft Letter of Offer.
- (x) Tripartite Agreement dated March 27, 2012 between our Company, NSDL and the Registrar to the Issue.
- (xi) Tripartite Agreement dated February 17, 2012 between our Company, CDSL and the Registrar to the Issue.
- (xii) In principle listing approval dated [●] issued by BSE Limited, National Stock Exchange of India Limited, The Calcutta Stock Exchange Limited.

Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

Sd/-

Mr. Vijay Kothari
(Chairman and Managing Director)

Sd/-

Mr. Nitesh Gupta
(Whole Time Director)

Sd/-

Mr. Aryaman Kothari
(Non-Executive Non-Independent
Director)

Sd/-

Ms. Palak Malviya
(Independent Director)

Sd/-

Mr. Sakshi Chourasiya
(Independent Director)

Sd/-

Mr. Siddhant Sharma
(Chief Financial Officer)

Sd/-

Ms. Stuti Sinha
(Company Secretary & Compliance
Officer)

Place: Indore

Date: February 22, 2024