

General information about company

Scrip code	537820
NSE Symbol	VIJIFIN
MSEI Symbol	NOTLISTED
ISIN	INE159N01027
Name of the entity	VIJI FINANCE LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I**Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							Yes	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	VIJAY KOTHARI	ACVPK1947R	00172878	Executive Director	Chairperson	MD	01-01-1967
2	Mr	NITESH GUPTA	AGCPG3056G	09248507	Executive Director	Not Applicable		01-01-1977
3	Mr	ARYAMAN KOTHARI	IRGPK6710N	09324877	Non-Executive - Non Independent Director	Not Applicable		12-06-2001
4	Ms	SAKSHI CHOURASIYA	AWQPC5804N	09370037	Non-Executive - Independent Director	Not Applicable		24-08-1991
5	Ms	PALAK MALVIYA	FGZPS6778H	07795827	Non-Executive - Independent Director	Not Applicable		10-12-1990
6	Mr	RAJENDRA SAHAY SHRIVASTAVA	BBOPS0933G	00021576	Non-Executive - Independent Director	Not Applicable		01-07-1975

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		12-10-1994				1	0	0	0			
2	NA		27-07-2021				1	0	0	0			
3	NA		28-06-2022				1	0	0	0			
4	NA		25-10-2021	25-10-2021		35.07	1	1	3	2			
5	NA		12-02-2024	12-02-2024		7.18	3	3	5	0			
6	NA		03-09-2024	03-09-2024		0.28	1	1	3	0			

Text Block

Textual Information(1)

Mr. Aryaman Kothari Non Executive Non Independent Director have ceased from the membership of all the Committees of the Board of Directors of the Comapny with effect from Close of Busiess hours of 03.09.2024

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Textual Information(1)

Annexure 1 Text Block

Textual Information(1)

Mr. Aryaman Kothari Non Executive Non Independent Director have ceased from the membership of all the Committees of the Board of Directors of the Comapny with effect from Close of Busienss hours of 03.09.2024, In view of the above Board of Directors in their meeting held on 03rd September, 2024 have reconstituted Committees of Board w.e.f. 04th September, 2024 in the following manners:-

AUDIT COMMITTEE DETAILS:

S. No.	Name of Directors	Category of Directors	Designation in the Committee
1	Ms. Sakshi Chourasiya	Non-Executive Independent Director	Chairperson
2	Ms. Palak Malviya	Non-Executive Independent Director	Member
3	Mr. Rajendra Sahay Shrivastava	Non-Executive Independent Director	Member

NOMINATION AND REMUNERATION COMMITTEE DETAILS:

S. No.	Name of Directors	Category of Directors	Designation in the Committee
1	Ms. Sakshi Chourasiya	Non-Executive Independent Director	Chairperson
2	Ms. Palak Malviya	Non-Executive Independent Director	Member
3	Mr. Rajendra Sahay Shrivastava	Non-Executive Independent Director	Member

STAKEHOLDER RELATIONSHIP COMMITTEE DETAILS:

S. No.	Name of Directors	Category of Directors	Designation in the Committee
1	Ms. Sakshi Chourasiya	Non-Executive Independent Director	Chairperson
2	Ms. Palak Malviya	Non-Executive Independent Director	Member
3	Mr. Rajendra Sahay Shrivastava	Non-Executive Independent Director	Member

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09370037	SAKSHI CHOURASIYA	Non-Executive - Independent Director	Chairperson	25-10-2021		
2	07795827	PALAK MALVIYA	Non-Executive - Independent Director	Member	12-02-2024		
3	00021576	RAJENDRA SAHAY SHRIVASTAVA	Non-Executive - Independent Director	Member	03-09-2024		
4	09324877	ARYAMAN KOTHARI	Non-Executive - Non Independent Director	Member	28-06-2022	03-09-2024	

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09370037	SAKSHI CHOURASIYA	Non-Executive - Independent Director	Chairperson	25-10-2021		
2	07795827	PALAK MALVIYA	Non-Executive - Independent Director	Member	12-02-2024		
3	00021576	RAJENDRA SAHAY SHRIVASTAVA	Non-Executive - Independent Director	Member	03-09-2024		
4	09324877	ARYAMAN KOTHARI	Non-Executive - Non Independent Director	Member	28-06-2022	03-09-2024	

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09370037	SAKSHI CHOURASIYA	Non-Executive - Independent Director	Chairperson	25-10-2021		
2	07795827	PALAK MALVIYA	Non-Executive - Independent Director	Member	12-02-2024		
3	00021576	RAJENDRA SAHAY SHRIVASTAVA	Non-Executive - Independent Director	Member	03-09-2024		
4	09324877	ARYAMAN KOTHARI	Non-Executive - Non Independent Director	Member	28-06-2022	03-09-2024	

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	09-04-2024				Yes	5	5	2
2	09-05-2024		29		Yes	5	5	2
3	14-06-2024		35		Yes	5	5	2
4		25-07-2024	40		Yes	5	5	2
5		03-09-2024	39		Yes	5	5	2

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	09-04-2024				Yes	3	3	2	0
2	Audit Committee	25-07-2024	106			Yes	3	3	2	0
3	Audit Committee	03-09-2024	39			Yes	3	3	2	0
4	Nomination and remuneration committee	25-07-2024				Yes	3	3	2	0
5	Nomination and remuneration committee	03-09-2024	39			Yes	3	3	2	0

Annexure 1

V. Related Party Transactions

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

Text Block

Textual Information(1)

All the related party transactions entered into with related parties, are in ordinary course of business and on arms length basis.

Statement and declaration of Material Related Party Transactions only
for the Quarter and half year ended on 30.09.2024

S. No.	Name of the Related Party	Nature of Relation with the Directors/ KMP/ Company	Nature of contract or arrangement or transaction	Transactions during the quarter from 01.07.2024 to 30.09.2024	Cumulative Value of the transaction during the quarter 01.04.2024 to 30.09.2024
1.	Vijay Kothari	Chairman and Managing Director of the Company	Loan taken from related party	92,89,796/-	2,25,81,658/-
2	Vijay Kothari	Chairman and Managing Director of the Company	Repayment of loan to related party	6,05,51,389/-	7,15,76,889/-

Textual Information(2)

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	STUTI SINHA
2	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	NA	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA	
Any other information to be provided			Textual Information(1)	

Text Block

Textual Information(1)

The Company does not have any material subsidiaries, therefore disclosure requirements regarding the secretarial audit report of material subsidiary in annual report is not applicable.
Further we would like to inform you that as on 31st March, 2024 paid up equity

share capital of the company was Rs. 8.25 Crores and net worth of the Company was Rs.12.22 Crores. Hence Corporate Governance provisions as specified in regulations 17, 17A, 18,19, 20, 21,22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t)] of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V, shall not applicable to our Company for financial year 2024-25.

As per exemption given under Regulation 15(2) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the requirement of submission of Annual Secretarial Compliance Report, Business responsibility Report and Corporate Governance Rerpot is not applicable to the Company for the financial year ended on 31st March, 2024.

Furthermore, we have begun complying with corporate governance provisions specified in Regulations 17 to 27 of the SEBI (LODR) Regulation from this quarter, Since the Right Issue committee allotted 6,00,00,000 equity shares resulted in the exemption criteria being exhausted.

Annexure III

1	Name of signatory	STUTI SINHA
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	Nil	0	0
Promoter Group or any other entity controlled by them	Nil	0	0
Directors (including relatives) or any other entity controlled by them	Nil	0	0
KMPs or any other entity controlled by them	Nil	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	0	0
Promoter Group or any other entity controlled by them	Nil	0	0
Directors (including relatives) or any other entity controlled by them	Nil	0	0
KMPs or any other entity controlled by them	Nil	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	SIDDHANT SHARMA		
Designation	CFO		
Place	INDORE		
Date	21-10-2024		

Text Block

Textual Information(3)

During the half year ended September, 30, 2024 :-

- a) No loan or any other form of debt has been advanced by the company to the specified categories of entities in respect of whom disclosure is required.
- b) No guarantee/comfort letter has been provided by the company in connection with any loan(s) or any other form of debt availed by the specified categories of entities in respect of whom disclosure is required.
- c) No security has been provided by the Company in connection with any loan(s) or any other form of debt availed by the specified categories of entities in respect of whom disclosure is required.

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details

Name of signatory	STUTI SINHA
Designation of person	Company Secretary and Compliance Officer
Place	INDORE
Date	21-10-2024

