



VIJI FINANCE LIMITED

CIN: L65192MP1994PLC008715

Registered Office: 11/2, Usha Ganj, Jaora Compound, Indore (M.P.)-452001
Tel. 0731-4246092, Email id: info@vijifinance.com, Website: www.vijifinance.com

Date: 29th May, 2025

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

Subject: Submission of Annual Secretarial Compliance Report for the Financial Year ended 31st March 2025.

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

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (LODR) Regulations read with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with BSE Notice No. 20230316-14 dated 16th March, 2023 and Notice No. 20230410-41 dated 10th April, 2023 and NSE Circular Ref No: NSE/CML/ 2023/21 dated 16th March, 2023 and Circular Ref No: NSE/CML/ 2023/30 dated 10th April, 2023, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the Financial year ended 31st March, 2025 issued by Ramesh Chandra Bagdi & Associates, Practicing Company Secretaries.

The Annual Secretarial Compliance Report shall also be filed in the XBRL mode within the stipulated time period.

You are requested to please take on record the above said document for your reference & further needful.

Thanking you,

FOR VIJI FINANCE LIMITED

Vijay Kothari
Digitally signed by Vijay Kothari
Date: 2025.05.29
14:38:37 +05'30'

VIJAY KOTHARI
CHAIRMAN AND MANAGING DIRECTOR
(DIN 00172878)

Enclosed: Annual Secretarial Compliance Report for the financial year ended 31st March, 2025.

RAMESH CHANDRA BAGDI & ASSOCIATES
COMPANY SECRETARIES
31, SHRADDHANAND MARG, CHHAWANI, INDORE(MP)-452001
Email : rcbagdipcs@yahoo.in Mobile – 9827244043

To,
The Board of Directors,
VIJI FINANCE LIMITED
CIN: L65192MP1994PLC008715
Registered Office:
11/2, Usha Ganj, Jaora Compound
Indore (M.P.)-452001

Subject: Annual Secretarial Compliance Report for the Financial Year 2024-25 under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

I have been engaged by **VIJI FINANCE LIMITED** (hereinafter referred to as the 'Company') [CIN: L65192MP1994PLC008715] whose equity shares are listed on BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited, to conduct an audit in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

Please find enclosed the Annual Secretarial Compliance Report duly signed by me for your doing further needful.

Kindly acknowledge the same.

Place: Indore

Date: 22nd May, 2025



For Ramesh Chandra Bagdi & Associates
Company secretaries

A handwritten signature in blue ink, appearing to read 'R.C. Bagdi'.

Ramesh Chandra Bagdi
Proprietor

FCS: 8276, C.P. No 2871

PR No.: 1560/2021

Unique Code Number: S2021MP835800

RAMESH CHANDRA BAGDI & ASSOCIATES
COMPANY SECRETARIES
31, SHRADDHANAND MARG, CHHAWANI, INDORE(MP)-452001
Email : rcbagdipcs@yahoo.in Mobile – 9827244043

ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
VIJI FINANCE LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025
[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, Ramesh Chandra Bagdi, proprietor of Ramesh Chandra Bagdi & Associates, Company Secretaries have examined:

- a) all the relevant documents and records made available to me and explanation provided by **VIJI FINANCE LIMITED (“the listed entity”)**,
- b) the filings/submissions made by the listed entity to stock exchanges i.e. BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited.
- c) website of the listed entity, i.e. www.vijifinance.com
- d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

For the financial year ended 31st March, 2025 (“**Review period**”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the Regulations, circulars, guidelines issued there under; and
- b) the Securities Contracts (Regulation) Act, 1956 (“**SCRA**”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“**SEBI**”);

The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; *[Not Applicable as there was no reportable event during the financial year under review];*
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *[Not Applicable as there was no reportable event during the financial year under review];*



f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; [*Not Applicable as there was no reportable event during the financial year under review*]

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

h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and the circulars/ guidelines issued there under and based on the above examination, I hereby report that, during the review period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 33(3)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:- In case the listed entity has subsidiaries, in addition to the requirement at clause (a) of sub-regulation (3), the listed entity shall also submit quarterly/year-to-date consolidated financial results	Regulation 33(3)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Inadequacy Flagged in Financial Results for Quarter & year ended 31.03.2024:- Consolidated Financial Results not submitted. However wholly owned subsidiary company was ceased w.e.f 10 th January, 2024	NSE imposed Fines of Rs. 1,94,700/- (including GST) as per SEBI circular no. SEBI/HO/CF/D/PoD2/CIR/P/2023/120 dated July 11, 2023	Fines imposed by NSE	Consolidated financial result was required to submit for quarter and year ended 31.03.2024.	Rs. 1,94,700/- (inclusive of GST)	After the clarifications and submission made by company NSE have imposed fine and considered the delay of 33 days in submission of quarter and year ended 31.03.2024 consolidated financial results with Exchange. Subsequent to the fine imposed by NSE, the Company had paid the fine dated 19th July, 2024 and waiver application letter as per the NSE Policy for exemption of fines levied has been filed.	The Board of Directors of the Company, at its meeting held on 10th January 2024, approved the disposal of the entire investment held in its wholly owned subsidiary, Viji Housing Finance Limited . As a result, Viji Housing Finance Limited ceased to be a wholly owned subsidiary of the Company with effect from the said date. The necessary disclosures in this regard have been duly made to the Stock Exchange(s). Accordingly, the audited financial results for the quarter and financial year ended 31st March 2024 have been presented on a standalone basis. However, as required by the National Stock Exchange (NSE), the consolidated financial results have also been submitted	Company has filed waiver application for exemption of fine levied dated 19 th July, 2024 with NSI, and application is under consideration with exchange

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations/ Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation/deviations and actions taken/penalty imposed, if any, on the listed entity.	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
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I. I hereby report that , during the review period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
01	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
02	Adoption and timely up-dation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	Yes Yes	
03	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes Yes Yes	
04	Disqualification of Director(s): None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by listed entity	Yes	
05	Details related to Subsidiary of listed entity have been examined w.r.t. : (a) Identification of material subsidiary company (b) Requirement with respect to disclosure of material as well as other subsidiary	NA	Company does not have any subsidiary company
06	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations,	Yes	



	2015.		
07	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees on an annual basis as prescribed in SEBI Regulations	Yes	
08	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; (b) in case no prior approval obtained, the Listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	Yes NA	Please refer point no. 8(a)
09	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.	Yes	
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11	Actions taken by SEBI or Stock Exchange, if any: The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	Already disclosed in separate paragraph, refer Table (a) of the Report.
12	Resignation of Statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the Financial Year, the listed entity and / or its material subsidiaries have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by Listed entities	NA	There has been no Resignation of the Statutory Auditor of the Company during the review period. Further the Company has no material subsidiary. However during the review period, members in their 30 th Annual General Meeting held on 30 th September, 2024 appointed Dharmendra K Agarwal & Co., Chartered Accountant, Indore (Firm Registration No. 025525C), as



			Statutory Auditors of the Company for a term of five consecutive years, in place of Shyam Nagori & Company, Chartered Accountants (Firm Registration No. 004573C) the retiring Auditors of the Company whose tenure expired at 30 th Annual General Meeting.
13	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	No	NSE has directed to Company to give clarifications on acquisition of shares exceeding limit prescribed under regulation 3(2) of SEBI (SAST) Regulation by Mr. Vijay Kothari Promoter of the Company. This issue was related to financial year 2023-24.

**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

Compliances related to disclosure of Employee Benefit Scheme Documents in terms of SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 December 31, 2024 read with Regulation 46(2)(za) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:-

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
a.	The scheme document shall be uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (SBEB) Regulations, 2021.	NA	Not Applicable (Since the listed entity does not have any employee benefit scheme.)
b.	The documents uploaded on the website shall mandatorily have minimum information to be disclosed to shareholders as per SEBI (SBEB) Regulations, 2021.	NA	
c.	The rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity shall be placed before the board of directors for consideration and approval.	NA	

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.



3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

Place: Indore

Date: 22nd May, 2025

UDIN: F008276G000409501

For Ramesh Chandra Bagdi & Associates
Company Secretaries



A handwritten signature in blue ink, appearing to read "R. C. Bagdi".

Ramesh Chandra Bagdi
Proprietor

FCS: 8276, C P No: 2871

PR Certificate No. 1560/2021

Unique Code Number: S2021MP835800