



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: 01st April, 2026

To, The Chief General Manager Listing Operation, BSE Limited, 20 th Floor, P.J. Towers, Dalal Street, Mumbai – 400 001	To, The General Manager (Listing/Compliance), National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex Mumbai-400051
To, The Secretary, The Calcutta Stock Exchange Limited 4, Lyons Range, Dalhousie, Murgighata, B B D Bagh, Kolkata, West Bengal 700001	

Subject: Submission of Notice of Extra-ordinary General Meeting.

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

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice convening Extra Ordinary General Meeting of the Company scheduled to be held on Thursday, 23rd April, 2026 at 11.30 A.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") is enclosed herewith. Further the Registered office of the company shall be deemed as the venue for the Meeting. The meeting is being held in accordance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India from time to time.

The said Notice of EGM has been sent through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent/ Depositories.

Further, we have also been submitting the above Notice in prescribed format in XBRL mode (Excel Template provided by Exchange) along with the submission of the Notice of Extra Ordinary General Meeting in PDF mode. The said Notice is available at the website of the Company at www.vijifinance.com.

You are requested to please take on record the above Notice of Extraordinary General Meeting for your reference and further needful.

Thanking You,

Yours faithfully

FOR, VIJI FINANCE LIMITED

VIJAY KOTHARI
MANAGING DIRECTOR AND CHAIRMAN
DIN: 00172878

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

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting (EGM) of the Members of **VIJI FINANCE LIMITED** will be held on **Thursday, 23rd April, 2026 at 11.30 A.M. (IST)** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") for which purpose the Registered office of the Company shall be deemed as the venue for the Meeting and the proceedings of the Extra Ordinary General Meeting shall be deemed to be made thereat, to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: TO CONSIDER AND APPROVE THE ISSUANCE OF 12.75,00,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES OF RE.1/- EACH ON A PREFERENTIAL BASIS TO NON-PROMOTER/OTHER PERSONS.

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force); the provisions of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"); Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable, and provisions of the Foreign Exchange Management Act, 1999 including any modification(s) or re-enactment(s) thereof, for the time being in force, and any other rules / regulations/ guidelines if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), stock exchanges and/or any other statutory /regulatory authority; and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the stock exchanges where the shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is

hereby accorded to create, offer, issue, allot in one or more tranches, at such time or times as the Board may in its absolute discretion thinks fit, upto 12,75,00,000 (Twelve Crores Seventy Five Lacs) warrants convertible into equivalent equity share of the Company ("Equity Warrants") to non promoter/other person at price of Rs. 2.80/- (Rupees Two and Eighty Paise Only) each (including the warrant subscription price and the warrant exercise price) equity share warrant (including premium of Rs. 1.80/- (Rupees One and Eighty Paise Only) which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into equivalent number of fully paid-up Equity Shares of face value of Re. 1/- (Rupee One Only) each, aggregating to Rs. 35,70,00,000/- (Rupees Thirty Five Crores Seventy Lacs only) and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the persons belonging to members of Non promoter/other person as mentioned below ("Proposed Allottees"):-

S. No.	Name of the Proposed allottees	Category (Promoter/Non Promoter)	No of warrants convertible into equivalent number of equity shares
1	VICKY R. JHAVERI HUF	Non Promoter/other person	1,30,00,000
2	RAJESH NANUBHAI JHAVERI HUF	Non Promoter/other person	1,30,00,000
3	HARSHA RAJESH JHAVERI	Non Promoter/other person	1,30,00,000
4	NIMIT MANOJKUMAR RATHOD	Non Promoter/other person	40,00,000
5	MANOJ CHHAGANLAL RATHOD	Non Promoter/other person	1,00,00,000
6	ASHIK D SANGHVI HUF	Non Promoter/other person	75,00,000
7	DHIRAJLAL V SANGHVI HUF	Non Promoter/other person	75,00,000
8	KUNAL D SANGHVI HUF	Non Promoter/other person	75,00,000
9	SAGAR D SANGHVI HUF	Non Promoter/other person	75,00,000
10	VISHW JAYESH VORA	Non Promoter/other person	56,00,000
11	SURESHKUMAR V VORA HUF	Non Promoter/other person	24,50,000
12	JAYESH VAGHJIBHAI VORA HUF	Non Promoter/other person	24,50,000
13	ASHOKKUMAR SHANTILAL JAIN	Non Promoter/other person	36,00,000
14	ARVINDKUMAR SHANTILAL JAIN	Non Promoter/other person	36,00,000
15	GAUTAMKUMAR SHANTILAL JAIN	Non Promoter/other person	36,00,000
16	ARUNABEN	Non Promoter/other person	36,00,000

	ARVINDKUMAR JAIN	person	
17	REETABEN GAUTAMKUMAR JAIN	Non Promoter/other person	36,00,000
18	MADHUBEN ASHOKKUMAR JAIN	Non Promoter/other person	36,00,000
19	VANDANA ASHOKBHAI JAIN	Non Promoter/other person	36,00,000
20	SUMITA RAHUL JAIN	Non Promoter/other person	36,00,000
21	KEVINA VANRAJ JAIN	Non Promoter/other person	36,00,000
22	NISHA D JAIN	Non Promoter/other person	16,00,000
		Total	12,75,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the Relevant Date for determining the minimum issue price shall be Tuesday, 24th March, 2026 ("Relevant date") being the date, which is 30 days prior to the date of the Extra Ordinary General Meeting of the Members of the Company scheduled to be held on Thursday, 23rd April, 2026.

RESOLVED FURTHER THAT without prejudice of the generality of the above resolution the issue of warrants convertible into equivalent number of equity shares under the preferential issue shall be subject to the following terms and conditions apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- (a) Each warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (one) equity share of the face value of Re 1/- (Rupee One). The Equity warrant may be exercised by the warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from members, allot the corresponding number of equity shares in dematerialized form.
- (b) the minimum amount of Rs 0.70/-, which is equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant holder will be required to make further payments of Rs. 2.10/-, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company ("Warrant Exercise Amount").
- (c) The allotment of Equity warrant is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval or permission;

- (d) The issue of equity Shares on account of exercise option by proposed allottee shall rank pari-passu with the existing Equity Shares of the Company in all respects including voting rights and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to conversion.
- (e) The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the Chapter V of SEBI (ICDR) Regulations.
- (f) The equity shares proposed to be allotted pursuant to conversion of these equity warrants shall be under lock in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations.
- (g) The equity warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- (h) The equity warrant holder may apply for the conversion of the outstanding convertible warrant in to equity shares of the Company within eighteen months from the date of allotment of the equity warrant on the payment of the specified consideration against each warrant.
- (i) In the event of equity warrant holder do not exercise equity warrants within the equity warrant exercise period (i.e. 18 months from the date of allotment of the equity warrant), the equity warrant shall lapse and amount paid shall stand forfeited by the company.
- (j) The issue of equity warrants as well as equity shares arising from the exercise of the equity warrants shall be governed by the regulations and guidelines issued by the SEBI or any other statutory authority as the case may be or any modification thereof.
- (k) The equity warrants by itself until converted into equity share do not give to the warrant holder any voting rights in the company in respect of such equity warrants.
- (l) The price determined above and number of equity shares to be allotted on exercise of the equity warrant shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (m) The equity shares arising from the exercise of the equity warrant will be listed on the stock exchanges subject of the receipt of necessary regulatory permission and approval as the case may be.
- (n) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

- (o) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.
- (p) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
- (q) Other terms and conditions, if any, as may be prescribed and applicable relating to the SEBI (ICDR) Regulations, SEBI (LODR) Regulations, SEBI (PIT) Regulations, and SEBI (SAST) Regulations.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI (ICDR) Regulations containing the terms and conditions ("Offer Document") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment of warrant would be made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members of the Company.


RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to stock exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Madhya Pradesh ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants/Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of

the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board of Directors
FOR VIJI FINANCE LIMITED


STUTI SINHA
Company Secretary
ACS 42371



Date: 24th March, 2026
Place: Indore

VIJI FINANCE LIMITED
CIN: L65192MP1994PLC008715
Registered Office: 11/2, Usha Ganj,
Jaora Compound, Indore-M.P. 452001
Website: www.vijifinance.com
Email: info@vijifinance.com
Phone: 0731-4246092

NOTES:-

1. In terms of Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, Circular No. 03/2022 dated May 05, 2022, Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 followed by Circular No. 03/2025 dated September 22, 2025 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January, 30, 2026 have permitted companies to conduct EGM through Video Conferencing (VC) or other audio-visual means (OAVM), subject to compliance of various conditions mentioned

therein. In compliance with the aforesaid MCA Circulars and SEBI master Circular and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation), the Extra-Ordinary General Meeting (EGM) of the Company is being convened and conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited (CDSL) for convening the EGM through VC/OAVM, a detailed process in which the members can attend the EGM through VC/OAVM has been enumerated in Note number 31 of this Notice.

2. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (the Act).
3. **ELECTRONIC DISPATCH OF NOTICE:** In compliance with the aforesaid MCA and SEBI circulars physical copies of Notice calling the EGM pursuant to Section 101 of the Act read with the Rules framed there under are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/R&STA or the Depositories. The Company will not be dispatching physical copies of Notice of EGM to any Member.

To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/R&STA in case the shares are held by them in physical form after complying due procedure.

4. Members who have not registered their e-mail address and those members who have become the member of the Company after **Friday, 27th March, 2026** being the cut-off date for sending soft copy of the Notice of EGM may access the same from Company's website at www.vijifinance.com, website of CDSL www.evotingindia.com and website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and The Calcutta Stock Exchange Limited at www.cse-india.com.
5. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

Since the EGM of the Company will be convened through VC/ OAVM, where there will be no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act has been dispensed with. Accordingly, attendance slip and proxy form will not be annexed to this Notice.

6. Pursuant to the provisions of Sections 112 and 113 of the Act, corporate/ Institutional member can authorize their representatives to attend the EGM through VC/OAVM and cast their votes through e-voting. Provided a scan copy (PDF) of the Board Resolution authorizing such representative to attend the EGM of the Company through VC/OAVM on its behalf and to vote through remote e-voting shall be sent to

the Scrutinizer through the registered email address of the member(s) at lnjoshics@gmail.com with a copy marked to the Company at info@vijifinance.com

7. The Statement as required under Section 102 of the Act setting out material facts concerning the business mentioned in notice is annexed hereto.

8. IEPF:

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2025 on the website of the Company at www.vijifinance.com under investor relation tab.

Shareholders are requested to note that, pursuant to the provisions of Section 124 of the Act read with IEPF Rules, dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government. Members whose unclaimed dividends/shares are be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Web Form IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority www.iepf.gov.in

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated April 20, 2018 all securities holders holding securities in physical form should submit their PAN and Bank account details to the RTA.

10. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, if any, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.

11. Members who are holding shares in physical form are advised to submit particulars of their PAN details, e-mail address, Mobile Number, bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number etc. to our Registrar and Share Transfer Agent in prescribed Form ISR-1 quoting their folio number and enclosing the self-attested supporting document and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17,

2023 and as amended by SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.

12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 as amended from time to time, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website www.vijifinance.com and on the website of the Company's Registrar and Transfer Agents <http://ankitonline.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
13. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

Further, SEBI vide its circular dated 16th March, 2023 in supersession of earlier circular dated 3rd November, 2021, read with clarification dated 14th December, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, the RTA cannot process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents / details are updated. Moreover, on or after 1st October, 2023, in case any of the above cited documents / details are not available in the folios, RTA shall be constrained to freeze such folios. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication was also intimated to the Stock Exchange and available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are once again requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link <https://vijifinance.com/investors-relation-2/> or contact the Company's Registrar and Transfer Agent for assistance in this regard.

14. As per the provision of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA website at <http://ankitonline.com>. Members are requested to submit the

said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
16. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July 2023 (updated as on August 04, 2023 vide Circular No. https://www.sebi.gov.in/legal/circulars/aug-2023/corrigendum-cum-amendment-to-circular-dated-july-31-2023-on-online-resolution-of-disputes-in-the-indian-securities-market_74976.html) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution("ODR") Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link https://www.sebi.gov.in/legal/circulars/aug-2023/corrigendum-cum-amendment-to-circular-dated-july-31-2023-on-online-resolution-of-disputes-in-the-indian-securities-market_74976.html
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
18. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
19. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary at least 7 (seven days) before the date of the meeting so that the required information can be made available at the meeting.
20. Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at ANKIT CONSULTANCY PRIVATE LIMITED, 60 Pardeshipura, Electronic Complex, Indore (M.P.) 452010 Email: investor@ankitonline.com.
21. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID i.e. info@vijifinance.com to enable the investors to register their complaints/send correspondence, if any.

22. **Webcast:** Members who are entitled to participate in the EGM can view the proceedings of EGM by logging in the website of CDSL at www.evotingindia.com using the login credentials.
23. The Company has appointed Mr. L.N. Joshi, Practicing Company Secretary (Membership No. FCS-5201; CP No.4216) to act as the scrutinizer for conducting the remote e-voting process as well as the e-voting during the EGM, in a fair and transparent manner.
24. The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the Company as on Thursday, 16th April, 2026, being the cut-off date.
25. A person, who is not a Member as on Thursday, 16th April, 2026 should treat this Notice for information purposes only.
26. A person who has acquired the shares and has become a member of the Company after dispatch of notice of EGM and prior to the Cut-off date i.e. Thursday, 16th April, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during EGM by following the procedure mentioned in this Notice.
27. The Memorandum of Association & Article of Association of the Company along with other related documents open for inspection of any member at the registered office of the Company at any working day during the business hours.
28. The recorded transcript of the forthcoming EGM shall also be made available on the website of the Company - www.vijifinance.com as soon as possible after the Meeting is over.
29. The procedure for joining the EGM through VC/OAVM is mentioned in this Notice. Since the EGM will be held through VC/OAVM, the route map is not annexed in this Notice.
30. In compliance with the provision of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the EGM is being provided by the Company through Central Depository Services (India) Limited ("CDSL"). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the EGM.
31. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND EVOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- ii. The voting period begins on Monday, 20th April, 2026 from 9.00 A.M. and ends on Wednesday, 22nd April, 2026 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 16th April, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iv. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- v. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on Login icon and select New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 099 11
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- vi. Login method for e-Voting and joining virtual meeting for **physical shareholders and shareholders other than individual holding in Demat form.**
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.

- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant company i.e. **VIJI FINANCE LIMITED** on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option

YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xviii. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@vijifinance.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

32. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- ✓ The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- ✓ The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- ✓ Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- ✓ Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- ✓ Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- ✓ Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- ✓ Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@vijifinance.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@vijifinance.com. These queries will be replied to by the company suitably by email.
- ✓ Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ✓ Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- ✓ If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- ✓ When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.

- ✓ The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.

33. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders-, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

34. DECLARATION OF RESULTS:

- A. The scrutinizer shall, immediately after the conclusion of voting during the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
- B. Based on the scrutinizer's report, the Company will submit within 2 (two) working days of the conclusion of the EGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
- C. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at www.vijifinance.com and on the website of CDSL, i.e. www.evotingindia.com, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.
- D. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday 23rd April, 2026 subject to receipt of the requisite number of votes in favour of the Resolutions.

35. If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

36. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Date: 24th March 2026
Place: Indore

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

By Order of the Board of Directors

Stuti Sinha

STUTI SINHA
COMPANY SECRETARY
ACS: 42371



STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement set out all material facts relating to the business mentioned under accompanying Notice dated March 24th, 2026:

Item No. 1 To approve the Issuance of 12,75,00,000 Warrants convertible into Equity Shares of Re.1/- each on a Preferential Basis to Non-Promoter/Other Persons

In order to augment the long-term resources of the Company for meeting the requirements for the ongoing and future operations of the Company, working capital requirements of the Company and general corporate purposes the Board of directors at its meeting held on 24th March, 2026 approved raising of fund by the creation, offer, issue and allotment of up to 12,75,00,000 (Twelve Crores Seventy Five Lacs) Warrants convertible into equivalent number of Equity Shares for an aggregate cash consideration not exceeding Rs. 35,70,00,000/- (Rupees Thirty Five Crores Seventy Lacs only), in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), by way of preferential allotment on a private placement basis to Non Promoters/Other persons (the "Proposed Allottee" and such issue, the "Preferential Issue").

The proposed preferential issue will strengthen the financial position and the net worth of the Company.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI (ICDR) Regulations, Article of Association of the Company, applicable provisions of the Companies Act and rules made there under are set out below:

The preferential issue of warrants will be subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"). The preferential issue will be undertaken for cash consideration. An amount equivalent to 25% of the consideration shall be payable at the time of subscription and allotment of the warrants and the balance 75% shall be payable at the time of allotment of Equity Shares pursuant to exercise of the rights attached to the warrants to subscribe to the Equity Shares. The amount paid against warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

Approval of the Members by way of special resolution is being sought inter alia in terms of Sections 23(1)(b), 42 and 62(1)(c) the Companies Act, 2013 ("Act") as well as Regulation 160 of the ICDR Regulations for offer, issue and allotment of warrants as per details mentioned in the resolution at Item no. 1 of this Notice.

In terms of the provisions of the Act and ICDR Regulations, Companies Act 2013 other relevant disclosures/ details are given below:

a. Objects of the preferential issue:

The object/purpose for which the funds are proposed to be raised and the amount of funds proposed to be utilized against each object of the issue are detailed below:

S. No.	Object	Amount of funds to be utilized against each object (Amount in RS)	Tentative timelines for utilization of issue proceeds from the date of receipt of funds	Percentage (%)
1	For Onward Lending (The Company is engaged in the business of Non-Banking Financial Services, with its primary activity being onward lending. The Company extends loans (including secured/unsecured loan) and advances to eligible borrowers in accordance with applicable laws and regulatory guidelines.)	270,00,00,00/-	12 Months from the receipt of money.	75.64%
	General corporate purposes	8,70,00,000/-	12 Months from the receipt of money.	24.36%
	Total	35,70,00,000/-		

*Considering 100% conversion of Warrants into equity shares within the stipulated time.

The total amount of Issue size allocated for different objects of the Issue shall together be used only for the object of the Issue as specified herein and same shall not be added to General Corporate Purpose (GCP).

The Company pending utilization of proceeds towards the Objects of the Issue, will temporarily deposit the funds raised in term deposits with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1939.

In terms of the NSE Circular No. NSE/CML/2022/56 and BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and

sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

b. Maximum number of specified securities to be issued & Particulars of the Preferential Issue including date of passing of Board resolution:

The Board of Directors in its meeting held on 24th March, 2026, has approved to issue not exceeding 12,75,00,000 warrants convertible into equivalent number of equity shares at an issue price of Rs. 2.80/- (Rupees Two and Eighty Paise Only) each aggregating up to Rs. 35,70,00,000/- (Rupees Thirty Five Crores Seventy Lakhs only), subject to the approval of members in ensuing Extra Ordinary General Meeting.

Equity warrants convertible into equivalent number of equity shares to Non-Promoters/other person each carrying a right to subscribe 1 (one) fully paid up equity share of the Company, having a face value of Re. 1/- (Rupee One only) ("Equity Share"), at a price of Rs. 2.80/- (Rupees Two and Eighty Paise Only) per warrant.

S. No.	Name of the Proposed Allottees	Category of proposed allottees	No of Warrants of Rs.2.80/- per warrant proposed for allotment	No of equity shares of Re 1/- each to be issued upon conversion of the warrants at a premium of Rs 1.80/- per share	Amount (in RS)
1	VICKY R. JHAVERI HUF	Non Promoter/other person	1,30,00,000	1,30,00,000	36400000
2	RAJESH NANUBHAI JHAVERI HUF	Non Promoter/other person	1,30,00,000	1,30,00,000	36400000
3	HARSHA RAJESH JHAVERI	Non Promoter/other person	1,30,00,000	1,30,00,000	36400000
4	NIMIT MANOJKUMAR RATHOD	Non Promoter/other person	40,00,000	40,00,000	11200000
5	MANOJ CHHAGANLAL RATHOD	Non Promoter/other person	1,00,00,000	1,00,00,000	28000000

6	ASHIK D SANGHVI HUF	Non Promoter/other person	75,00,000	75,00,000	21000000
7	DHIRAJLAL V SANGHVI HUF	Non Promoter/other person	75,00,000	75,00,000	21000000
8	KUNAL D SANGHVI HUF	Non Promoter/other person	75,00,000	75,00,000	21000000
9	SAGAR D SANGHVI HUF	Non Promoter/other person	75,00,000	75,00,000	21000000
10	VISHW JAYESH VORA	Non Promoter/other person	56,00,000	56,00,000	15680000
11	SURESHKUMAR V VORA HUF	Non Promoter/other person	24,50,000	24,50,000	6860000
12	JAYESH VAGHJIBHAI VORA HUF	Non Promoter/other person	24,50,000	24,50,000	6860000
13	ASHOKKUMAR SHANTILAL JAIN	Non Promoter/other person	36,00,000	36,00,000	10080000
14	ARVINDKUMAR SHANTILAL JAIN	Non Promoter/other person	36,00,000	36,00,000	10080000
15	GAUTAMKUMAR SHANTILAL JAIN	Non Promoter/other person	36,00,000	36,00,000	10080000
16	ARUNABEN ARVINDKUMAR JAIN	Non Promoter/other person	36,00,000	36,00,000	10080000
17	REETABEN GAUTAMKUMAR JAIN	Non Promoter/other person	36,00,000	36,00,000	10080000
18	MADHUBEN ASHOKKUMAR JAIN	Non Promoter/other person	36,00,000	36,00,000	10080000
19	VANDANA ASHOKBHAI JAIN	Non Promoter/other person	36,00,000	36,00,000	10080000
20	SUMITA RAHUL JAIN	Non Promoter/other person	36,00,000	36,00,000	10080000
21	KEVINA VANRAJ JAIN	Non Promoter/other person	36,00,000	36,00,000	10080000
22	NISHA D JAIN	Non Promoter/other person	16,00,000	16,00,000	4480000
	Total		12,75,00,000	12,75,00,000	357000000

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

c. The intention of the promoters / directors / key management personnel or senior management of the Company to subscribe to the offer:

None of the promoters, directors, key managerial personnel, or senior management of the Company intends to subscribe to the preferential issue of warrants convertible into equity shares.

d. Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the proposed warrants are converted into equity shares):

S. No.	Category of the Allottee	Pre Issue Holding			Post Issue Holding* (assuming full conversion)	
		No. of shares	%	Proposed Issue Warrants	No. of shares	%
A	Promoter Shareholding					
1.	Indian:					
	Individuals /HUF	67944002	47.68	-	67944002	25.16
	Body Corporate/Trust	-	-	-	-	-
	Sub-Total	67944002	47.68	-	67944002	25.16
2.	Foreign Promoters	-	-	-	-	-
	Sub Total (A)	67944002	47.68	-	67944002	25.16
B	Non-Promoters' Holding:					
1	Institutions Investors	-	-	-	-	-
2	Non- Institutions					
(i)	Bodies Corporate	2709021	1.90	-	2709021	1.00
(ii)	Individuals	63204752	44.36	60900000	124104752	45.97
(iii)	HUF	6598967	4.63	66600000	73198967	27.11
(iv)	NRIs & OCB	472388	0.33	-	472388	0.17
(v)	Clearing Members	20013	0.01	-	20013	0.01
(vi)	Investor Education and Protection Fund (IEPF)	1422652	1.00	-	1422652	0.53
(vii)	LLP	128205	0.09	-	128205	0.05
	Sub-Total (B)	74555998	52.32	127500000	202055998	74.84
	Grand Total (A+B)	142500000	100.00	127500000	270000000	100.00

*The post issue paid-up capital is arrived after considering entire preferential allotment proposed to be made under this notice and on fully diluted basis and the pre-issue shareholding continues as per the pre issue shareholding of the Company.

e. Time frame within which the preferential issue shall be completed and material terms:

The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority the allotment shall be completed by the Company within a period of 15 days from the date of such approvals, if any.

An amount, as decided by the Board of Directors, equivalent to 25% of the issue price shall be payable before allotment of the warrants. The convertible warrants would be allotted on the following terms:

- i. The holder of warrants will have an option to convert by remitting the balance 75% of the issue price and apply for and be allotted 1 (one) Equity Share of the Company per each warrant, any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of convertible warrants, in one or more tranches. Upon receipt of the full payment as above, the Board or Committee shall allot one Equity Share per each Warrant.
 - ii. If the entitlement against the warrants to apply for the Equity Shares is not exercised within the period as specified, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid any time on such warrants shall stand forfeited.
 - iii. The warrant holders, upon conversion of their warrants into equity shares, shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other Members of the Company for the time being.
 - iv. The warrants by itself do not give to the holder thereof any rights of the Members of the Company.
- f. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue and the current and proposed status of the allottee (s) post the preferential issues namely, promoter or non promoter:**

List of proposed allottees: Details of the proposed allottees as furnished herein below are the ultimate beneficial owners of the shares along with their status as to non – promoter/other person, pre and post preferential issue. ***There will be no change in the status of the proposed allottees post the preferential issue.***

PRE ISSUE HOLDING			POST ISSUE HOLDING ON CONVERSION			Name of ultimate beneficial owners
Identity of proposed Preferential Allottees	Pre issue holding	% of shares	Warrants proposed to be allotted	No. of Shares after Conversion	% of shares on conversion *	
Non-Promoters (Pre-Issue)			Non-Promoters (Post-Issue)			
VICKY R.	-	-	1,30,00,000	1,30,00,000	4.81	Vicky Rajesh

JHAVERI HUF						Jhaveri
RAJESH NANUBHAI JHAVERI HUF	-	-	1,30,00,000	1,30,00,000	4.81	Rajesh Nanubhai Jhaveri
HARSHA RAJESH JHAVERI	-	-	1,30,00,000	1,30,00,000	4.81	Not applicable
NIMIT MANOJKUMAR RATHOD	-	-	40,00,000	40,00,000	1.48	Not applicable
MANOJ CHHAGANLAL RATHOD	-	-	1,00,00,000	1,00,00,000	3.70	Not applicable
ASHIK D SANGHVI HUF	-	-	75,00,000	75,00,000	2.78	Ashik Sanghvi D
DHIRAJLAL V SANGHVI HUF	-	-	75,00,000	75,00,000	2.78	Dhirajlal Sanghvi V
KUNAL D SANGHVI HUF	-	-	75,00,000	75,00,000	2.78	Kunal Sanghvi D
SAGAR D SANGHVI HUF	-	-	75,00,000	75,00,000	2.78	Sagar Sanghvi D
VISHW JAYESH VORA	2,47,112	0.17%	56,00,000	58,47,112	2.16	Not applicable
SURESHKUMAR V VORA HUF	2,27,200	0.16%	24,50,000	26,77,200	0.99	Sureshkumar V Vora
JAYESH VAGHJIBHAI VORA HUF	2,53,400	0.18%	24,50,000	27,03,400	1.00	Jayesh Vaghji Vora
ASHOKKUMAR SHANTILAL JAIN	-	-	36,00,000	36,00,000	1.33	Not applicable
ARVINDKUMAR SHANTILAL JAIN	-	-	36,00,000	36,00,000	1.33	Not applicable
GAUTAMKUMAR SHANTILAL JAIN	-	-	36,00,000	36,00,000	1.33	Not applicable
ARUNABEN ARVINDKUMAR JAIN	-	-	36,00,000	36,00,000	1.33	Not applicable
REETABEN GAUTAMKUMAR JAIN	-	-	36,00,000	36,00,000	1.33	Not applicable
MADHUBEN ASHOKKUMAR JAIN	-	-	36,00,000	36,00,000	1.33	Not applicable
VANDANA ASHOKBHAI JAIN	-	-	36,00,000	36,00,000	1.33	Not applicable
SUMITA RAHUL JAIN	-	-	36,00,000	36,00,000	1.33	Not applicable

KEVINA VANRAJ JAIN	-	-	36,00,000	36,00,000	1.33	Not applicable
NISHA D JAIN	-	-	16,00,000	16,00,000	0.59	Not applicable
Total	-	-	12,75,00,000	12,75,00,000	47.22	

*Assuming all the Warrants issued pursuant to this issue are converted into equity shares of the Company

** In case of an individual proposed preferential allottee, there is no requirement to report the ultimate beneficial owner. In case of a Hindu Undivided Family (HUF), the name of the ultimate beneficial owner has been disclosed in the above table. Further, no body corporate is proposed as a preferential allottee.

fa) Change in control:

As a result of the proposed preferential allotment of warrants convertible into equivalent number of equity shares, there will be no change in the composition of the Board of Directors and no change in control of the Company. The existing promoters continue to retain control, and there has been no alteration in the composition of the Board of Directors or in decision-making authority.

g. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so:

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

- i. As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- ii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the specified regulations, the warrants shall continue to be locked-in till the time such amount is paid by the warrant holder.

h. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:

Neither the Company, its Promoters nor the Directors have been declared as willful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.

- i. **The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

The current status of Proposed Allottees as mentioned in the resolution will remain unchanged post the preferential issue.

j. Practicing Company Secretary Certificate:

Certificate from Ramesh Chandra Bagdi & Associates, Practicing Company Secretary, Indore (CP No. 2871) confirming that the proposed issue of warrants convertible into equivalent number of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same is available on the website of the Company under the weblink <https://www.vijifinance.com/Admin/shareinfo/PCS%20Certificate.pdf>

k. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

As the proposed preferential allotment is to be made for cash, the said provision is not applicable.

l. Pricing of the Issue including the basis or justification for the premium and Relevant Date:

The price of the warrants convertible into equivalent number of equity shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 24th March, 2026, which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on 23rd April, 2026). The equity shares are listed on the BSE, NSE and CSE and are frequently traded on BSE and NSE. The trading volume on NSE during the preceding 10 trading days prior to the Relevant Date was higher. Accordingly, the minimum issue price of warrants convertible into equivalent number of equity shares has been calculated with reference to trading volume at NSE.

In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which warrants convertible into equivalent number of equity shares shall be allotted shall not be less than higher of the following:

- i. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- ii. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.
- iii. The articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI (ICDR) Regulations.

The issue price of Rs. 2.80/- per warrant convertible into equivalent number of equity share has been arrived at after considering the higher of the volume weighted average price of the related equity shares quoted on NSE during the 90 trading days (Rs. 2.66/-) / 10 trading days (Rs. 2.74/-) preceding the relevant date. The Independent Valuer, have calculated Rs 2.79/- per equity shares as the fair

value price of each warrant convertible into equivalent number of shares which is more than price determined as per Chapter V of SEBI ICDR Regulation.

Considering that the allotment through this preferential issue shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the price of Rs. 2.80/- (Rupees Two and Eighty Paise Only) of the warrants convertible into equivalent number of equity shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 24th March, 2026 issued by CA Navin Khandelwal Registered Valuer-Security Or Financial Assets (SFA) Registration No. IBBI/RV/05/2019/10779 having office at 206, Navneet Plaza, Old Palasia, Indore-452018 (M.P) in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Valuation Report is made available for inspection by the members on the Company's website under the weblink: <https://www.vijifinance.com/Admin/shareinfo/ICDR%20Final%20Valuation%20Report.pdf>

m. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.

n. Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:

The entire shareholding of the proposed allottees in the company, are held by them in dematerialized form. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of warrants convertible into equivalent number of equity shares on preferential basis. The proposed allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees shall be under lock-in as required under Regulation 167 of the SEBI (ICDR) Regulations, 2018.

o. Lock-in Period:

The warrants convertible into equivalent number and resultant equity shares to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from stock exchanges where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

p. Listing:

The Company will make an application to stock exchanges at which the existing equity shares are presently listed, for listing of the equity shares that will be issued on conversion of warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing Equity Shares of the Company, in all respects, including voting rights and dividend.

q. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the year.

r. Principal terms of assets charged as securities:

Not applicable

s. Compliances

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

t. Other disclosures/undertaking:

- i. Neither the Company, its Promoters nor the Directors have been declared as willful defaulters or fraudulent borrowers as defined under the SEBI (ICDR) Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI (ICDR) Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing;
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations;
- viii. None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date;
- ix. The Equity Shares held by all the proposed allottees in the Company are in dematerialized form only.
- x. No person belonging to the promoters / promoter group has previously subscribed to and paid for any warrants of the Company during the last one year;
- xi. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI (ICDR) Regulations.

u. Monitoring Agency:

Since the issue size is not above One hundred Crores Rupees, the Company is not mandatory to be monitored by Credit Rating Agency registered with SEBI pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

v. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares/convertible warrants, such shares/ convertible warrants shall be approved by the shareholders by way of special resolution in General Meeting.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot convertible warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the members of promoter group and non-promoters on a preferential basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

Further note that the provisions of Regulation 164A are not applicable to the proposed preferential allotment of warrants, as the issuance is being made to identified investors under a targeted preferential route, without affecting the general public shareholders or triggering public shareholding thresholds. Further, the warrants are contingent and convertible in nature, and their allotment is fully compliant with the applicable provisions of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, thereby rendering the procedural requirements of Regulation 164A inapplicable in the present case.

The Board of Directors recommends the passing of the above said resolution as a Special Resolution as set out in item no.1 of the Notice for approval by the members.

None of the directors, key managerial personnel or their relatives is concerned or interested (financial or otherwise) directly/indirectly in the above said resolution.

Date: 24th March 2026

Place: Indore

VIJI FINANCE LIMITED

CIN: L65192MP1994PLC008715

Registered Office: 11/2, UshaGanj,

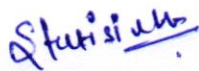
Jaora Compound. Indore-M.P. 452001

Website: www.vijifinance.com

Email: info@vijifinance.com

Phone: 0731-4246092

By Order of the Board of Directors


STUTI SINHA
COMPANY SECRETARY
ACS: 42371

