

Date: 4th September, 2021

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

Sub: Submission of Annual Report 2020-21 as per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Viji Finance Limited (BSE Scrip Code 537820; NSE Symbol: VIJIFIN ISIN INE159N01027)

Dear Sir/Madam,

In compliance with the requirements of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit copy of Annual Report for the year 2020-21 containing Notice of AGM, Board's Report and its annexures, Audit Report and Financial Statement and other required attachments.

You are requested to please take on record the above Annual Report for your reference and further needful.

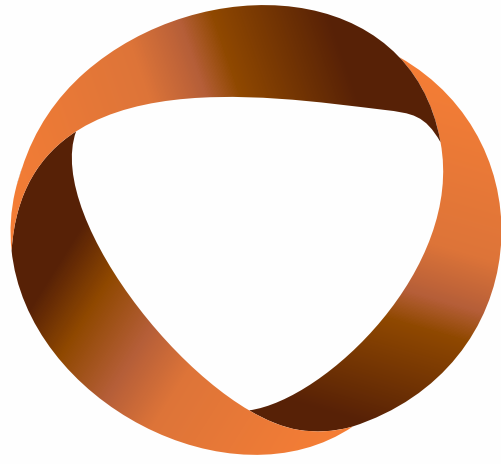
Thanking you,

For VIJI FINANCE LIMITED



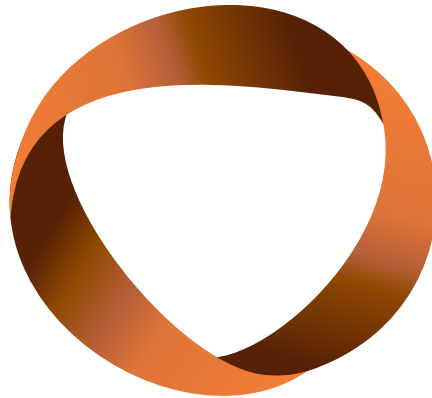
Stuti Sinha
Company Secretary and Compliance Officer
M.No. A42371





VIJI FINANCE LIMITED

27TH ANNUAL REPORT 2020-21



VIJI FINANCE LIMITED

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BOARD OF DIRECTORS

Mr. Vijay Kothari
Promoter/Managing Director
Mr. Nitesh Gupta
Whole-Time Director
(w.e.f. 27th July, 2021)
Mr. Suresh Singh Jain
Independent Director
Mr. Ashish Verma
Independent Director
Ms. Juhee Verma
Independent Director (Resign w.e.f. 27th July, 2021)

CHIEF FINANCIAL OFFICER

Mr. Siddhant Sharma

COMPANY SECRETARY

CS Stuti Sinha

REGISTRAR & SHARE TRANSFER AGENT

ANKIT CONSULTANCY PRIVATE LIMITED
Plot No. 60, Electronic Complex
Pardeshipura Indore (M.P) 452010
Tel. No: 0731-4065799, 4065797
Fax No.: 0731-4065798
Email Id: compliance@ankitonline.com

SHARES LISTED AT

BSE Limited
National Stock Exchange of India Limited
The Calcutta Stock Exchange Limited

STATUTORY AUDITORS

M/s. SHYAM NAGORI & CO.,
Chartered Accountants

SECRETARIAL AUDITOR

M/s. R C Bagdi & Associates
Practicing Company Secretary

BANKERS

ICICI Bank Limited
HDFC Bank Limited
Union Bank of India

REGISTERED OFFICE

VIJI FINANCE LIMITED
CIN: L65192MP1994PLC008715
11/2, Usha Ganj Jaora Compound
Indore – 452001
Tel.No: 0731-4246092
Email Id: info@vijifinance.com
Web Site: www.vijifinance.com

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 27TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 27th Annual General Meeting of the Members of **VIJI FINANCE LIMITED** will be held on **Wednesday, 29th September, 2021 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 Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESS:-**ITEM No. 1:- TO RECEIVE, CONSIDER AND ADOPT:**

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, together with the report of the Auditors thereon.

SPECIAL BUSINESSES:-**ITEM No. 2:- RE-APPOINTMENT OF MR. VIJAY KOTHARI (DIN: 00172878), AS MANAGING DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 190, 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon the recommendation of the Nomination & Remuneration Committee and Board of Directors, the consent of the members be and are hereby accorded for re-appointment Mr. Vijay Kothari (DIN: 00172878), as Managing Director of the company for further period of three (3) years with effect from 7th May, 2021 to 6th May, 2024, on the following terms, conditions, salary and perquisites:

- a) **Salary:** Rs. 2,50,000/- (Rupees Two Lacs Fifty thousand only) per month.
- b) **Perquisites:** In addition to the above salary, Mr. Vijay Kothari, (DIN: 00172878), Managing Director shall also be entitled to the perquisites (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furnishings, chauffeur driven car and telephone at residence, medical reimbursement, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to an amount equal to 25% of annual salary.”

“RESOLVED FURTHER THAT wherein a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to him shall not exceed the ceiling limit prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 for that year, which will be payable to him as minimum remuneration for that year.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary, alter, increase or enhance/change from time to time, subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, read with Schedule V thereto, and subject to the requisite approvals, if any, being obtained.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper.”

ITEM No. 3:- APPOINTMENT OF MR. NITESH GUPTA (DIN: 09248507), AS DIRECTOR AS WELL AS WHOLE-TIME DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:-**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Mr. Nitesh Gupta (DIN: 09248507), who was appointed as an Additional Director of the Company pursuant to Section 161 of the Act and Articles of Association of the Company with effect from 27th July, 2021 and who holds office up to the date of this Annual General Meeting (‘AGM’) of the Company, and in respect of whom the Company has received a notice in writing from the Member under the provisions of Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 190, 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on recommendation of the Nomination & Remuneration Committee and Board of Directors, the consent of the members be and are hereby accorded for appointment of Mr. Nitesh Gupta (DIN: 09248507) as Whole-Time Director of the Company for the period of three years with effect from 27th July, 2021 to 26th July, 2024, on the following terms, conditions, salary and perquisites:

a) **Salary:** Rs. 100000/- (Rs. One Lakh only) per month

b) **Perquisites:** In addition to the above salary as mentioned in the resolution, Mr. Nitesh Gupta (DIN: 09248507), Whole-Time Director shall also be entitled to the perquisites (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furnishings, chauffeur driven car and telephone at residence, medical reimbursement, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to an amount equal to 25% of annual salary.

RESOLVED FURTHER THAT wherein a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to him shall not exceed the ceiling limit prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 for that year, which will be payable to him as minimum remuneration for that year.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary, alter, increase or enhance/change from time to time, subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, read with Schedule V thereto and subject to the requisite approvals, if any, being obtained.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper.

By Order of the Board of Directors

Date: 17th August, 2021

Place: Indore

STUTI SINHA

Company Secretary

ACS : 42371

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 view of the ongoing COVID-19 pandemic, the 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. 20/2020 dated May 5, 2020, and General Circular no. 02/2021 dated January 13, 2021 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 27th AGM 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 27th AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 32 of this Notice.
2. The attendance of the Members attending the AGM 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 AND ANNUAL REPORT:** In accordance with the MCA General Circular No. 20/2020 dated 5th May, 2020 & MCA General Circular No. 02/2021 dated 13th January, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 & Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2021 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/R&STA or the Depository Participant(s). The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member.

Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Registrar and Share Transfer Agent by following due procedure.

4. For Members who have not registered their e-mail address and those members who have become the members of the Company after Friday, August 20, 2021 being the cut-off date for sending soft copy of the Notice of 27th AGM and Annual Report for the financial year 2020-21, in Portable Document Format (PDF), will also be available on the Company's website www.vijifinance.com and website of CDSL i.e. www.evotingindia.com and on website of stock exchanges viz. www.bseindia.com and www.nseindia.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 TO BE A MEMBER OF THE COMPANY.

However, since the 27th AGM 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 AGM 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 AGM 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. Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book of the Company will remain closed during the period from Wednesday, 22nd Day of September, 2021 to Wednesday, 29th Day of September, 2021 (both days inclusive) for the purpose of 27th Annual General Meeting.
8. The Composition of Board consists of a Managing Director and three Independent Directors and in terms of Article No 98(1) of Articles of Association of the Company; Managing Director is not liable to retire by rotation. Hence, there is no director whose office is liable to be determined for retirement by rotation.
9. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special businesses set out in the Notice is annexed hereto. Further, additional information with respect to Item Nos. 2 & 3 is also annexed hereto.

The Board of Directors have considered and decided to include the Item Nos. 2 & 3 given above as Special Businesses in the forthcoming AGM, as they are unavoidable in nature.

10. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards on General Meetings (SS-2) in respect of the Director seeking re-appointment at this AGM, forms integral part of the Notice.
11. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is omitted vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 25th Annual General Meeting, held on 27th September, 2019.
12. **IEPF:** Under the Act, dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (“IEPF”) administered by the Central Government. An amount of Rs. 1,97,610/- being unclaimed/unpaid dividend of the Company for the financial year ended 31st March, 2013 was transferred in August, 2020 to IEPF.

Members who have not encashed the dividend warrants/demand drafts so far in respect of the unclaimed and unpaid dividends declared by the Company for the Financial Year 2013-14 and thereafter, are requested to make their claim to Registrar and Share Transfer Agent i.e. Ankit Consultancy Private Limited well in advance of the last dates for claiming such unclaimed and unpaid dividends as specified hereunder:

Financial Year ended	Date of Declaration of Dividend	Last date for Claiming unpaid/unclaimed
2013-14	09.09.2014	15.10.2021
2014-15	17.09.2015	23.10.2022
2015-16	26.09.2016	01.11.2023
2016-17	31.07.2017	05.09.2024
2017-18	28.09.2018	03.10.2025

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, 2020 on the website of the Company at www.vijifinance.com and also on the website of the MCA at www.iepf.gov.in.

Shareholders are requested to note that, pursuant to the provisions of Section 124 of the Act read with IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the MCA.

In accordance with the aforesaid IEPF Rules, the Company has sent individual communication to all Members whose shares are due for transfer to the IEPF Authority and whose email IDs are available, informing them to claim their unclaimed/unpaid dividend before due date to avoid such transfer of shares to IEPF Authority and has also published notice in this regard in Newspapers.

Members whose unclaimed dividends/shares are transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>

13. 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.
14. 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, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
15. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent.
16. **TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:** As per Regulation 40 of the Listing Regulations as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of transmission or transposition of securities. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize their shares held in physical form.
17. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, may fill Form SH-13 and send the same to the office of the Company and/ or its RTA. In case of shares held in dematerialized

form, the nomination/change in nomination should be lodged with their respective Depository Participants.

18. Members, who hold shares in multiple Demat accounts and those who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names, are advised to consolidate their holdings in single Demat account/ Folio.
19. 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.
20. 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.
21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All the documents referred in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e. Wednesday, 29th September, 2021. Members seeking to inspect such documents are requested to write to the Company at info@vijifinance.com.
22. 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.
23. **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.
24. **Webcast:** Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL at www.evotingindia.com using the login credentials.
25. 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 AGM (insta poll), in a fair and transparent manner.
26. 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 Wednesday, 22nd September, 2021, being the cut-off date.
27. A person who has acquired the shares and has become a member of the Company after dispatch of notice of AGM and prior to the Cut-off date i.e. Wednesday, 22nd September, 2021, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during AGM by following the procedure mentioned in this Notice.
28. A person, who is not a Member as on Wednesday, 22nd September, 2021 should treat this Notice for information purposes only.
29. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company - www.vijifinance.com as soon as possible after the Meeting is over.
30. The procedure for joining the AGM through VC/OAVM is mentioned in this Notice. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.
31. In compliance with the provisions of Section 108 of the Act and 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 AGM 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 AGM.
32. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND EVOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
 - i. The Members can join the AGM 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 AGM 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 AGM without restriction on account of first come first served basis.
 - ii. The voting period begins on Sunday 26th September, 2021 from 9.00 A.M. and ends on Tuesday, 28th September, 2021 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 (record date) of Wednesday 22nd September, 2021, 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.

- 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 is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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.
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> 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. 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 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 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

- vi. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 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 shareholders holding shares in Demat Form other than individual and Physical Form.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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 as mentioned in instruction (v).

- 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. Facility for Non – Individual Shareholders and Custodians –Remote Voting

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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.

33. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING AREAS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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 Remote e-voting.
3. 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 AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 AGM 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.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM 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.

34. 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 at info@vijifinance.com or RTA at investor@ankitonline.com.
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.

35. DECLARATION OF RESULTS:

- A. The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, 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 AGM 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. Wednesday 29th September, 2021 subject to receipt of the requisite number of votes in favour of the Resolutions.
36. **If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.**
 37. **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 on 022-23058542/43.**

By Order of the Board of Directors

Date: 17th August, 2021

Place: Indore

STUTI SINHA

Company Secretary

ACS : 42371

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

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 2- RE-APPOINTMENT OF MR. VIJAY KOTHARI (DIN: 00172878), AS MANAGING DIRECTOR OF THE COMPANY**

Mr. Vijay Kothari aged 54 years is the Founder member of the Company. He is associated with the Company since incorporation and he is a commerce graduate and matured Business Personality. He has 25 years experience in Finance/Economics and also has knowledge in National Trade and Industry. He carries a vision of growth of the Company and has made invaluable contribution to the success and performance of the Company over the years. Looking to his total devotion and resultant progress made by the Company, Board of Directors proposed to re-appoint him as Managing Director for a further period of 3 years with effect from 7th May, 2021 to 6th May, 2024 on remuneration as mentioned in Item No. 02 of the notice for which consent of Nomination & Remuneration Committee have also been obtained subject to approval of the members.

The limits specified in resolution are the maximum limits and the Nomination and Remuneration Committee / Board may in its absolute discretion pay to the above mentioned Director lower remuneration and revise the same from time to time within the maximum limits stipulated above.

Further, information required as per Schedule V of the Companies Act, 2013 is given as follows:-

I. General Information			
1.	Nature of Industry	Finance (NBFC)	
2.	Date or expected date of commencement of commercial production	The company is not engaged in any manufacturing activities and is engaged in NBFC activities	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4.	Financial Performance based on given indicators	Figures In lacs	
	Financial Year	Revenue from operations	Profit/(loss) before Tax
	2019-20	98.91	19.47
	2018-19	175.67	67.39
	2017-18	231.04	190.75
			Profit/(loss) after Tax
			14.20
			33.75
			142.17
5.	Foreign investments or collaborations, if any	The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas.	
II. Information about the appointee:			
1.	Background details	Mr. Vijay Kothari aged 54 years is the Founder member of the Company. He is associated with the Company since incorporation and he is a commerce graduate and matured Business Personality and having good experience in the field of finance and economic.	
2.	Past remuneration	Rs. 2,50,000 per month (Rupees Two lakhs Fifty Thousand).	
3.	Recognition or awards	None	
4.	Job profile and his suitability	Mr. Vijay Kothari as the Managing Director has been managing the overall business and operations of the Company. He is having 25 years experience in Finance/Economics, and also has knowledge in National Trade and Industry.	
5.	Remuneration proposed	Rs. 2,50,000 per month (Rupees Two lakhs Fifty Thousand). However at present he is not drawing any remuneration from the Company.	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Taking into consideration the size of the Company, the profile of Mr. Vijay Kothari, the responsibilities to be shouldered by him and the industry benchmarks, the remuneration proposed to be paid to the Managing Director is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.	
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Vijay Kothari does not have any pecuniary relationship with the company except being a promoter of the company.	

III. Other Information		
1.	Reasons of loss or inadequate profits	In spite of Company's endeavors to have better operational and financial performance, the factors such as ongoing COVID-19 pandemic, the economic slowdown, uncertainty of market, tough completion and strict compliances by regularity authorities.
2.	Steps taken or proposed to be taken for improvement	The Company has initiated various steps to improve its operational performance/liquidity, including cost control measures have been put in place.
3.	Expected increase in productivity and profits in measurable terms	The Company is expecting a favorable increase in the profitability in the coming years .

The disclosures as required under Part II of Schedule V of the Companies Act, 2013 is mentioned hereunder:-

- The company has not provided any bonus/stock options/pension etc. to its directors.
- Details of fixed component and performance linked incentives along with the performance criteria- Nil.
- The Company does not have service contract with any of its directors. Notice period of minimum 30 days has been fixed for directors. Further, the Company does not pay any severance fee.
- Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable- N.A.

The above explanatory statement may be treated as a written memorandum setting out the terms of re-appointment of Mr. Vijay Kothari as a Managing Director under Section 190 of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the Members.

Save and except Mr. Vijay Kothari and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

ITEM NO. 3 - APPOINTMENT OF MR. NITESH GUPTA (DIN: 09248507), AS DIRECTOR AS WELL AS WHOLE-TIME DIRECTOR OF THE COMPANY

The Board of Directors in their meeting held on 27th July, 2021 and upon recommendation of Nomination and Remuneration Committee, approved the appointment of Mr. Nitesh Gupta (DIN: 09248507) as an Additional Director of the Company to hold the office up to the date of the Annual General Meeting. In terms of Section 160 of the Companies Act, 2013 ('the Act'), the Company has received a notice in writing from the member proposing his candidature for the office of Director of the Company.

Further, Mr. Nitesh Gupta (DIN: 09248507) is post graduate in Commerce and has an experience of 22 years in Banking services and Finance Sector. He carries a vision of growth of the Company which would contribute to the success and performance of the Company in the coming years. Keeping in view the capabilities and vast experience and on the recommendation of the Nomination and Remuneration Committee of the company, the Board of Directors in their meeting held on 27th July, 2021, approved appointment of Mr. Nitesh Gupta (DIN: 09248507) as Whole Time Director on the Board of Company with effect from 27th July, 2021 to 26th July, 2024 in accordance with the provisions contained in Sections 190, 196, 197 and 198 read with Section 203 of the Companies Act, 2013 and Schedule V of the Companies Act, 2013 and on such remuneration as mentioned in item no. 3 of the Notice, subject to approval of the members.

The limits specified in resolution are the maximum limits and the Nomination and Remuneration Committee / Board may in its absolute discretion pay to the above mentioned Director lower remuneration and revise the same from time to time within the maximum limits stipulated above.

Further, information required as per Schedule V of the Companies Act, 2013 is given as follows:-

General Information			
1.	Nature of Industry	Finance (NBFC)	
2.	Date or expected date of commencement of commercial production	The company is not engaged in any manufacturing activities and is engaged in NBFC activities	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4.	Financial Performance based on given indicators	Figures In lacs	
Financial Year	Revenue from operations	Profit/(loss) before Tax	Profit/(loss) after Tax
2019-20	98.91	19.47	14.20
2018-19	175.67	67.39	33.75
2017-18	231.04	190.75	142.17
5.	Foreign investments or collaborations, if any	The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas.	
II. Information about the appointee:			
1.	Background details	Mr. Nitesh Gupta is a post graduate in Commerce with 22 years of experience in Banking services and Finance sector.	
2.	Past remuneration	Nil	
3.	Recognition or awards	None	
4.	Job profile and his suitability	Mr. Nitesh Gupta as the Whole-Time Director has been managing the Finance Management. He is having 22 years of experience in Finance and Banking sector.	
5.	Remuneration proposed	Rs. 1,00,000/- per month (Rupees One Lakh Only)	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Taking into consideration the size of the Company, the profile of Mr. Nitesh Gupta, the responsibilities to be shouldered by him and the industry benchmarks, the remuneration proposed to be paid to the Whole-Time Director is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.	
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Nitesh Gupta does not have any pecuniary relationship with the company.	
III. Other Information			
1.	Reasons of loss or inadequate profits	In spite of Company's endeavors to have better operational and financial performance, the factors such as ongoing COVID-19 pandemic, the economic slowdown, uncertainty of market, tough completion and strict compliances by regularity authorities.	
2.	Steps taken or proposed to be taken for improvement	The Company has initiated various steps to improve its operational performance/liquidity, including cost control measures have been put in place.	
3.	Expected increase in productivity and profits in measurable terms	The Company is expecting a favorable increase in the profitability in the coming years .	

The disclosures as required under Part II of Schedule V of the Companies Act, 2013 is mentioned hereunder:-

- The company has not provided any bonus/stock options/pension etc. to its directors.
- Details of fixed component and performance linked incentives along with the performance criteria- Nil.
- The Company does not have service contract with any of its directors. Notice period of minimum 30 days has been fixed for directors. Further, the Company does not pay any severance fee.
- Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable- N.A.

The above explanatory statement may be treated as a written memorandum setting out the terms of re-appointment of Mr. Nitesh Gupta as a Whole time Director under Section 190 of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

Save and except proposed appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives, in any way are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 3 of the Notice.

By Order of the Board of Directors

Date: 17th August, 2021

Place: Indore

STUTI SINHA

Company Secretary

ACS : 42371

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

Additional Information of Director seeking re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard of General Meeting:

Name of Directors	Mr. Vijay Kothari	Mr. Nitesh Gupta
DIN	00172878	09248507
Date of Birth	01/01/1967	01/01/1977
Date of Appointment	12/10/1994	27/07/2021
Expertise / Experience in specific functional areas	Experience of 25 years in Finance/Economic Activities	Experience of 22 years in Banking & Finance Activities
Qualification	B.Com	B.Com & M.Com
No. & % of Equity Shares held in the Company	2,86,81,761 (34.77%)	NIL
List of outside Company's directorship held	<ul style="list-style-type: none"> • Ebot Technosoft Limited • S.L. Developers Private Limited • Viji Housing Finance Limited 	NIL
Chairman / Member of the Committees of the Board of Directors of the Company	NIL	NIL
Salary or sitting fees paid	NIL	NIL
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	NIL	NIL
Relationship between directors inter-se	NIL	NIL
Attendance at Board Meetings	During the year, 1st April, 2020 to 31st March, 2021, 5 Board Meetings of the Company were held, and Mr. Vijay Kothari had attended all Meetings.	Not applicable since he was appointed during the current financial year 2021-22.
Listed entities from which the person has resigned in the past three years	Nil	Nil

By Order of the Board of Directors

Date: 17th August, 2021

Place: Indore

STUTI SINHA

Company Secretary

ACS : 42371

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

BOARD'S REPORT

Dear Shareholders,

On behalf of the Board of Directors (the "Board") of the Company, it gives me immense pleasure to present the 27th Board's Report, along with the Audited Financial Statements of Company for the financial year ended March 31, 2021.

1. STATE OF AFFAIRS AND FINANCIAL PERFORMANCE :

1.1 FINANCIAL HIGHLIGHTS AND SUMMARY OF STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS

The standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs and as amended from time to time.

The performance highlights and summarized financial results of the Company are given below:

(Amount in Lakhs except EPS)

Particulars	Standalone		Consolidated	
	Year ended 31st March 2021	Year ended 31st March 2020	Year ended 31st March 2021	Year ended 31st March 2020
Total Income	94.44	98.91	94.44	99.94
Total Expenditure	35.01	79.44	35.20	80.70
Profit/Loss before tax	59.43	19.47	59.24	19.24
Provision for Tax				
Current Tax	15.45	5.06	15.45	5.07
Deferred Tax	(0.22)	0.21	(0.87)	0.86
Earlier Year Tax	0.00	0.00	0.00	0.00
Profit/Loss after tax	44.20	14.20	44.66	13.31
Amount available for appropriation	44.20	14.20	44.66	13.31
Appropriations:				
(a) Transferred to Statutory Reserve	8.84	2.84	8.84	2.84
(b) Proposed Dividend on Equity Shares	0.00	0.00	0.00	0.00
(c) Tax on Proposed Dividend	0.00	0.00	0.00	0.00
Surplus Carried to Balance Sheet	35.36	11.36	35.82	10.47
Paid up Equity Share Capital	825	825	825	825
Earnings per share (Re.1/-) Basic & Diluted (in Rs.)	0.05	0.02	0.05	0.02

1.2 OPERATION AND STATE OF COMPANY AFFAIRS:

The Company is a Non Banking Financial Company (NBFC Company) engaged in providing finance. The Company is registered as a Non-Systemically Important Non Deposit Accepting NBFCs as defined under Section 45 IA of the Reserve Bank of India vide Certificate No. 03-00080 dated 29th October, 1998. During the financial year 2020-21, Company has total income of Rs. 94.44 Lacs in comparison to previous year's total income of Rs. 98.91 Lacs on standalone basis and earned net profit of Rs. 44.20 Lacs in comparison to previous year's net profit of Rs. 14.20 Lacs.

On a Consolidated Basis, total income of Rs. 94.44 Lacs in comparison to previous year's total income Rs. 99.94 Lacs and earned net profit of Rs. 44.66 Lacs in comparison to previous year's net profit of Rs. 13.31 Lacs.

2. ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Annual Return of the Company for Financial Year 2020-21 is available on the Company's website at <http://vijifinance.com/wp-content/uploads/2021/08/mgt-7-nitro.pdf>

3. DIVIDEND

To conserve resources and plough back profits, your Directors have not recommended any dividend for the year under review. Further the Company is deploying the funds in further business development and to combat the current uncertainties in the finance industry.

3.1 AMOUNT TRANSFERRED TO INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules) as amended, all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government,

after completion of seven years from the date of transfer to Unclaimed Dividend Account of the Company. Hence, during the Financial Year 2020-21 unpaid/ unclaimed dividends of Rs. 1,97,610/- relating to financial year 2012-13 were transferred to the Investor Education and Protection Fund.

Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to IEPF Authority. Accordingly, during the financial year 2020-21, the Company has transferred 60,000 equity shares related to dividend declared for financial year 2012-13 to account of IEPF Authority.

3.2 DETAILS OF NODAL OFFICER:

The details of Nodal Officer appointed by the Company pursuant to the provisions of IEPF Rules are available on the website of the company at the weblink: <http://vijifinance.com/investors-relations/>.

4. AMOUNTS TRANSFERRED TO RESERVES

Being a Non-Banking Finance Company, 20% of the profit i.e. Rs. 8,83,949/- has been transferred to statutory reserve of the company.

5. DEPOSITS

The Company has not accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

5.1 THE DETAILS OF DEPOSITS WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENTS OF CHAPTER V OF THE ACT

Not applicable being a Non-Banking Finance Company, the disclosures required as per Rule 8(5)(v) and (vi) of the Companies (Accounts) Rules, 2014 read with Sections 73 and 74 of the Companies Act, 2013 are not applicable to the Company.

5.2 UNSECURED LOAN FROM DIRECTOR:

Pursuant to Section 2(31) of the Companies Act, 2013 Read with Rule 2(1)(viii) of Companies (Acceptance of Deposits) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the details of unsecured loan received from directors are given below:

S. No.	Name of Director	Amount Received	Outstanding Amount
1.	Mr. Vijay Kothari	29,47,628/-	3,28,64,344/-

6. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to Article No. 98(1) of the Articles of Association of the Company, Managing Director of the Company is not liable to retire by rotation. Further, according to the provisions of section 152 of the Companies Act, 2013, none of the directors of the Company are liable to retire by rotation in accordance as the Board of Directors of the Company comprises of Managing Director and Independent Directors only.

Further, during the financial year, Board of Directors in their meeting held on 25th March, 2021, based on the recommendation of the Nomination and Remuneration Committee considered re-appointment of Mr. Vijay Kothari (DIN: 00172878) as Managing Director of the Company for term of three year w.e.f. 7th May, 2021 to 6th May, 2024 subject to approval of the members in ensuing Annual General Meeting.

During the current Financial Year 2021-22, Board of Directors in their meeting held on 27th July, 2021 accepted resignation of Ms. Juhee Verma (DIN: 07691682) from the post of Non-Executive Independent Director of the Company w.e.f. 27th July, 2021. Your Board places on record her deep appreciation for the valuable contribution made by her during her tenure as Non-Executive Independent Director of the Company. Further in the same meeting the Board of Directors, considered appointment of Mr. Nitesh Gupta (DIN: 09248507) as an Additional Director and then appointed as Whole-Time Director (WTD) of the Company for a period of three years with effect from 27th July, 2021 to 26th July, 2024, subject to the approval of the Members in ensuing Annual General

Meeting. The Company has received notice in writing from member proposing his candidature for continuance as a director as well as Whole Time Director.

The following have been designated as the Key Managerial Personnel of the Company pursuant to Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. Mr. Vijay Kothari (DIN: 00172878), Managing Director
2. Mr. Nitesh Gupta (DIN: 09248507), Whole-Time Director (w.e.f. 27th July, 2021)
3. Mr. Siddhant Sharma, Chief Financial Officer
4. Ms. Stuti Sinha, Company Secretary and Compliance officer

6.1 DISQUALIFICATIONS OF DIRECTORS:

During the year under review, declarations were received from the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. Board appraised the same and found that none of the director is disqualified for holding office as director.

7. COMPOSITION OF BOARD OF DIRECTORS, COMMITTEES AND NUMBER OF MEETINGS OF BOARD AND ITS COMMITTEES

I. BOARD OF DIRECTORS

The Composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 of the Companies Act, 2013. As on March 31, 2021 the Company had four directors. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Companies Act, 2013. The maximum tenure of Independent Directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

Further, during the financial year 2020-21, five (5) Board Meetings were held i.e. on 26th June, 2020, 19th August, 2020, 10th November, 2020, 11th February, 2021 and 25th March, 2021 respectively and gap between two meetings did not exceed 120 days. However, pursuant to Ministry of Corporate Affairs circular No. 11/2020 dated 24th March, 2020 and SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated 19th March, 2020 the intervals between two Board Meetings extended by 60 days till 30th September, 2020. Accordingly, as one time relaxation the gap between two consecutive meetings of Board may extend to 180 days. Therefore, the meeting held in the first quarter of the reporting period extended by 16 days which was under the purview of relaxations provided by the MCA and SEBI.

Proper notices for meeting was given and the proceedings were properly recorded and draft minutes of Board Meeting were circulated to members of the Board for their comments.

Composition and Attendance of Directors at the meetings during the financial year 2020-21 are mentioned in the table below:

S.No.	Name of Director	Category	No. of Board Meetings		Attendance at the previous AGM held on 30th September, 2020
			Held during their tenure	Attended	
1.	Mr. Vijay Kothari (DIN: 00172878)	Promoter & Managing Director	5	5	Yes
2.	Mr. Suresh Singh Jain (DIN: 03584190)	Independent/Non-Executive Director	5	5	Yes
3.	Mr. Ashish Verma (DIN: 07665222)	Independent/Non-Executive Director	5	5	Yes
4.	Mrs. Juhee Verma* (DIN: 07691682)	Independent/Non-Executive Director	5	5	Yes

Note: *Ms. Juhee Verma (DIN: 07691682) resigned from the post of Independent Director of the Company w.e.f. 27th July, 2021.

II. AUDIT COMMITTEE

The Company has constituted Audit Committee as per requirement of Section 177 of the Companies Act 2013. The terms of reference of Audit Committee are broadly in accordance with the provisions of Companies Act, 2013. During the year the committee met on four occasions on following dates viz., 26th June, 2020, 19th August, 2020, 10th November, 2020 and 11th February, 2021.

Composition and Attendance of Members at the meetings of the Audit Committee held during the financial year 2020-21 are mentioned in the table below:

S.No.	Name of Member	Category	Designation	Meeting held during the tenure of the Director	Meetings Attended
1	Mr. Suresh Singh Jain (DIN: 03584190)	Independent/Non-Executive Director	Chairman	4	4
2	Ms. Juhee Verma* (DIN: 07691682)	Independent/Non-Executive Director	Member	4	4
3	Mr. Ashish Verma (DIN: 07665222)	Independent/Non-Executive Director	Member	4	4

Note: *Ms. Juhee Verma (DIN: 07691682) resigned from the post of Independent Director of the Company w.e.f. 27th July, 2021.

Pursuant to the Provisions of Section 177 of the Companies Act, 2013 Mr. Suresh Singh Jain, Chairman of the Audit Committee, was virtually present at the 26th AGM of the Company held through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) facility on 30th September, 2020 to address the Shareholders’ queries pertaining to Annual Accounts of the Company.

All the members of the committee, including Chairman are Independent Director. All the members of the committee are financial literate and possess accounting and related financial management expertise.

III. NOMINATION AND REMUNERATION COMMITTEE

The Company has constituted Nomination & Remuneration Committee as per requirement of Section 178(1) of the Companies Act 2013. The terms of reference of Nomination & Remuneration Committee are broadly in accordance with the provisions of Companies Act, 2013. During the year, the committee met on one occasion on 25th March, 2021.

Composition and Attendance of Members at the meetings of the Nomination and Remuneration Committee held during the financial year 2020-21 are mentioned in the table below:

S.No	Name of Member	Category	Designation	Meeting held during the tenure of the Director	Meetings Attended
1	Mr. Suresh Singh Jain (DIN: 03584190)	Independent/Non-Executive Director	Chairman	1	1
2	Mrs. Juhee Verma* (DIN: 07691682)	Independent/Non-Executive Director	Member	1	1
3	Mr. Ashish Verma (DIN: 07665222)	Independent/Non-Executive Director	Member	1	1

Note: *Ms. Juhee Verma (DIN: 07691682) resigned from the post of Independent Director of the Company w.e.f. 27th July, 2021.

As per Section 178(7) of the Act and Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorized by him in this behalf shall attend the General Meetings of the Company. Mr. Suresh Singh Jain, Chairman of the Committee, was virtually present at the 26th AGM of the Company held through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) facility on 30th September, 2020 to answer members’ queries.

IV. STAKEHOLDERS RELATIONSHIP COMMITTEE

As required under Section 178(5) of the Companies Act, 2013 (“the Act”), the Board has in place Stakeholders Relationship Committee to specifically look into the mechanism of redressal of grievances of shareholders. During the year the committee met on two occasions on following dates viz., 26th June, 2020 and 10th November, 2020.

Composition and Attendance of Members at the meetings of the Stakeholders Relationship Committee held during the financial year 2020-21 are mentioned in the table below:

S.No	Name of Member	Category	Designation	Meeting held during the tenure of the Director	Meetings Attended
1	Mr. Suresh Singh Jain (DIN: 03584190)	Independent/Non-Executive Director	Chairman	2	2
2	Mrs. Juhee Verma* (DIN: 07691682)	Independent/Non-Executive Director	Member	2	2
3	Mr. Ashish Verma (DIN: 07665222)	Independent/Non-Executive Director	Member	2	2

*Note: *Ms. Juhee Verma (DIN: 07691682) resigned from the post of Independent Director of the Company w.e.f. 27th July, 2021.*

As per Section 178(7) of the Act and Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorized by him in this behalf shall attend the General Meetings of the Company. Mr. Suresh Singh Jain, Chairman of the Committee, was virtually present at the 26th AGM of the Company held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility on 30th September, 2020.

8. RBI NORMS

Your Company is a Non-Systemically Important Non-Deposit Accepting Non-Banking Financial Company. The Company continues to fulfill all the norms and standards laid down by the Reserve Bank of India (RBI) pertaining to capital adequacy, statutory liquidity ratio etc. Further the company has made provision of Rs.9,84,555/- for Non-performing Assets as on 31st March, 2021. Certificate from statutory auditors for complying the prudential norms for NBFC is attached with Audit Report.

8.1 KNOW YOUR CUSTOMER AND ANTI MONEY LAUNDERING MEASURE POLICY:

Your board has approved the Know Your Customer and Anti Money Laundering Policy (KYC and PMLA Policy) in accordance with RBI Guidelines. Company also adheres to the compliance requirement in terms of the said policy including the monitoring and reporting of cash and suspicious transactions. There were no suspicious transactions noticed during the period.

8.2 FAIR PRACTICE CODE:

Your company has in place a fair practice code (FPC), as per RBI Regulations which includes guidelines from appropriate staff conduct when dealing with the customers and on the organizations policies vis-a-vis client protection. Your company and its employees duly complied with the provisions of FPC.

9. DECLARATION BY INDEPENDENT DIRECTOR

The Company has received declaration of independence from all the Independent Directors, as required under Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) as amended from time to time.

The Board is of the opinion that the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfill their duties as Independent Directors.

10. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures in adoption of these standards;
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year;
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts on a going concern basis;
- The Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;

- vi. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE, ITS DIRECTORS, AND THAT OF ITS COMMITTEES

Pursuant to the provisions of the Act and the SEBI Listing Regulations, the performance evaluation of all the directors, committees, Chairman of the Board, and the Board as a whole was conducted based on the criteria and framework adopted by the Board which includes assessing the quality, quantity and timelines of flow of information between the Company, Management and the Board, as it is necessary for the Board to effectively and reasonably perform their duties.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Individual Directors, the Board as a whole and its Committees with the Company.

Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgments.

Statement with regard to integrity, expertise and experience of the independent director appointed during the year.

During the year under review, the Board has not appointed any Independent Director in the Company. However, in the opinion of the Board, all our Independent Directors possess requisite qualifications, experience, expertise and hold high standards of integrity for the purpose of Rule 8(5)(iiiia) of the Companies (Accounts) Rules, 2014.

12. PARTICULARS OF LOANS, INVESTMENTS OR GUARANTEE BY COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to Section 186(11) of the Companies Act, 2013 ('the Act'), the provisions of Section 186(4) of the Act requiring disclosure in the financial statement of the full particulars of the loans made and guarantees given or securities provided by a Non-Banking Financial Company in the ordinary course of its business and the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient of the loan or guarantee or security are exempted from disclosure in the Annual Report.

Further, pursuant to the provisions of Section 186(4) of the Act, the details of investments made by the Company are given in the Notes No. 6 to notes of Financial Statement.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Your Company has formulated the Policy on Related Party Transactions in line with the requirements of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. The policy regulates all transactions between the Company and its related parties which is also available on the Company's website <http://vijifinance.com/wp-content/uploads/2020/08/related-party-policy-new.pdf>.

The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and at Arm's Length basis. The Material Related Party Transactions, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statement, which were entered during the year by your Company, are given separately in notes to the financial statements. Further, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2 is set out as **Annexure-A** and form part of this report.

Further, as a practice of good corporate governance, all Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained from the Audit Committee on quarterly basis for Related Party Transactions which are of repetitive nature and/or entered in the Ordinary Course of Business and are at Arm's Length. All Related Party Transactions are subjected to independent review by an Audit Committee to establish compliance with the requirements of Related Party Transactions under the Companies Act, 2013 and Listing Regulations.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under sub-section (3)(m) of Section 134 of the Companies Act, 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 are given as under :

(A) Conservation of Energy:

- (i) The steps taken or impact on conservation of energy:
The operations of your Company are not energy intensive. However, adequate measures have been initiated to reduce energy consumption.
- (ii) The steps taken by the company for utilizing alternate sources of energy: NIL
- (iii) The capital investment on energy conservation equipments: Not Applicable

(B) Technology Absorption:

- (i) The efforts made towards technology absorption: Not Applicable.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: No specific activity has been done by the Company.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year): The Company has neither purchased within India nor imported any technology.
- (iv) The expenditure incurred on Research and Development: Company has not incurred any expenditure on Research and Development during the year under review.

(C) Foreign Exchange Earnings and Outgo:

During the year, there was neither inflow nor outflow of foreign exchange.

15. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS.

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

Your company has an effective internal control and risk mitigation system. The company's internal control system is commensurate with its size, scale and complexities of its operations; the internal and operational audit is entrusted to Mr. Naveen Malav, Chartered Accountants. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The company has a robust management information system, which is an integral part of the control mechanism.

The audit committee of the board of directors, statutory auditors and the business heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the audit committee of the board. To maintain its objectivity and independence, the internal audit function reports to the chairman of the audit committee. Report of statutory auditors for internal financial control system is part of Audit Report.

16. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Provisions of Section 135 of the Companies Act, 2013 does not apply to the Company as Company does not fall under any of the criteria specified under above referred section therefore Company has not constituted Corporate Social responsibility (CSR) committee as required under the Act.

17. REMUNERATION POLICY / DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES:

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors formulated the

Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. Pursuant to Section 134(3) of the Companies Act, 2013, the nomination and remuneration policy of the Company which lays down the criteria for determining qualifications, competencies, positive attributes and independence for appointment of Directors and policies of the Company relating to remuneration of Directors, KMP and other employees is available on the Company's website at <http://vijifinance.com/wp-content/uploads/2016/12/Nomination-Remuneration-policy.pdf>. The Board of Directors affirms that the remuneration paid to Directors, senior management and other employees is in accordance with the remuneration policy of the Company.

The Disclosure required under Section 197(12) of the Companies Act, 2013 read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to date, is annexed as **Annexure-B** and forms an integral part of this Report.

During the year under review, none of the employee of the company is drawing more than Rs. 1,02,00,000/- per annum or Rs. 8,50,000/- per month for the part of the year, therefore, Particulars of the employees as required under Section 197 of Companies Act, 2013 read with rule 5(2) & rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable during the year under review.

Further the statement containing details of Top Ten Employees in terms of remuneration of employees as required under Section 197(12) of the Act, read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, is available at registered office of the Company. In terms of Section 136(1) of the Act, the Annual Report is being sent to the Members excluding the aforesaid details. Any Member desirous of obtaining above said details may write to the Company.

Pursuant to Section 197(14) of the Companies Act, 2013, neither the Managing Director nor Whole-time Director of the Company received any remuneration or commission from the subsidiary company.

18. SUBSIDIARIES COMPANIES, JOINT VENTURE OR ASSOCIATE COMPANIES

The Company has only one subsidiary company in the name of "VIJI HOUSING FINANCE LIMITED" as on March 31, 2021. Financial of the subsidiary is disclosed in the Consolidated Financial Statements, which forms part of this Annual Report. A separate statement containing salient features of the Financial Statement of the Subsidiary in accordance with Section 129(3) of the Companies Act, 2013 and the rules made there under in the prescribed Form AOC-1 is annexed to this Report as **ANNEXURE-C** and hence is not repeated here for sake of brevity. The Company does not have any joint venture or associate Company. There has been no material change in the nature of the business of the subsidiary company.

During the year S.L. Developers Private Limited ceased to be a wholly owned subsidiary company w.e.f. 25th March, 2021 due to disposal of the investment by Board of the Directors of the company.

In accordance with fourth proviso to Section 136(1) of the Companies Act, 2013, the Annual Report of your Company containing inter alia the audited standalone and consolidated financial statements, has been placed on the website of the Company at www.vijifinance.com. Further, as per fifth proviso of the said Section, audited financial statements together with related information and other reports of the subsidiary company have also been placed on the website of the Company at web link: www.vijifinance.com.

In terms of Section 136 of the Companies Act, 2013 ('the Act'), financial statements of the subsidiary company is not required to be sent to the members of the Company. The Company shall provide a copy of the annual accounts of its subsidiary company to the members of the Company on their request. The annual accounts of its subsidiary company will also be kept open for inspection at the registered office of the Company during business hours.

18.1 MATERIAL SUBSIDIARY:

During the year under review, Company does not have any material subsidiary company.

19. CONSOLIDATED FINANCIAL STATEMENTS

Your Directors have pleasure in attaching the Consolidated Financial Statements pursuant to the requirement of Section 129 of the Companies Act, 2013 and Regulation 33 & Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as Listing Regulations) read with other applicable provisions and prepared in accordance with applicable IND AS, for financial year ended March 31, 2021. The Consolidated Financial Statements form part of this Annual Report. A Report on the performance and financial position of each of the subsidiaries companies included in the Consolidated Financial Statements and their contribution to the overall performance of the Company is provided in Form AOC-1 and forms part of this Annual Report.

20. CORPORATE GOVERNANCE

As on 31st March, 2020, paid-up capital of the Company was less than Rs. 10 Crores and Net worth was less than Rs. 25 Crores; therefore, the provisions of the Corporate Governance as stipulated under Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were not applicable to the Company for the financial year ended 31st March, 2021. Hence, Corporate Governance Report is not required to be disclosed with Annual Report. It is pertinent to mention that the Company follows majority of the provisions of the corporate governance voluntarily as a part of Good Corporate Governance.

21. REPORT ON MANAGEMENT DISCUSSION ANALYSIS

As per Regulation 34(2) read with Schedule V of the SEBI (LODR) Regulations, 2015, a detailed analysis of the Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

22. DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a whistle blower policy for Directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The details of establishment of the reporting mechanism are disclosed on the website of the Company at the weblink:- <http://vijifinance.com/wp-content/uploads/2018/07/Whistle-Blower.pdf>. No Person has been denied access to the Audit Committee.

23. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Ramesh Chandra Bagdi, Practicing Company Secretaries, Indore, to conduct the Secretarial Audit of the Company for year ended March 31, 2021. The Secretarial Audit Report given by the Secretarial Auditor of the Company is annexed as **ANNEXURE-D** and forms an integral part of this Report.

EXPLANATION TO SECRETARIAL AUDITOR'S REMARKS:

With respect to the observation of the Secretarial Auditor, the Board replies hereunder:-

Secretarial Auditor Observations	Management comments
The Company has not paid Annual Listing fee to Calcutta Stock Exchange and also not submitted periodical documents through web Portal of Calcutta Stock Exchange.	The Board is in process to get delist the shares from Calcutta Stock Exchange. Further periodical documents are submitted through designated Email of the Stock Exchange.

24. STATUTORY AUDITORS

M/s Shyam Nagori & Company, Chartered Accountants, Indore (ICAI Firm Registration No. 004573C) was appointed as Statutory Auditors of your Company in the 25th Annual General Meeting held on 27th September, 2019, for a term of five consecutive years up to the conclusion of 30th Annual General Meeting to be held in financial year 2024-25.

Pursuant to the Notification issued by the Ministry of Corporate Affairs on 7th May, 2018, amending Section 139 of the Companies Act, 2013, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted and hence your Company has not proposed ratification of appointment of M/s Shyam Nagori & Company, Chartered Accountants at the forthcoming AGM.

EXPLANATION TO AUDITOR'S REMARKS

The Auditors in their report have referred to the notes forming part of the Accounts which are self-explanatory and does not contain any qualification, reservation or adverse remark or disclaimer.

Further, there was no fraud in the Company, which was required to report by statutory auditors of the Company under sub-section (12) of section 143 of Companies Act, 2013.

25. COST AUDIT

The Company does not fall within the provisions of Section 148 of Companies Act, 2013 read with Companies (Cost Records & Audit) Rules, 2014 as amended from time to time, therefore no such records are required to be maintained and company was not required to appoint cost Auditor for the Financial year 2020-21.

26. INTERNAL AUDITORS

The Board has appointed Mr. Naveen Malav, Chartered Accountant, as Internal Auditor of the company and takes his suggestions and recommendations to improve and strengthen the internal control systems. His scope of work includes review of operational efficiency, effectiveness of systems & processes, compliances and assessing the internal control strengths in all areas.

The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations including those relating to strengthening of the Company's risk management policies and systems.

27. CODE OF CONDUCT

The Board has laid down a code of conduct ('the Code') for all Board members and senior management and independent directors of the Company. All the Board members including independent directors and senior management personnel have affirmed compliance with the code of conduct.

The policy on Code of Conduct has been uploaded on the Company's website at the web link <http://vijifinance.com/wp-content/uploads/2019/08/CODE-OF-CONDUCT-SM-AND-BOARD.pdf>.

28. CODE FOR PROHIBITION OF INSIDER TRADING PRACTICES:

The Company has formulated and adopted the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' which, inter alia, includes Policy for determination of "Legitimate Purpose" and 'Code of Conduct for Prevention of Insider Trading in Securities of VIJI FINANCE LIMITED in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations").

The Company's Code of Conduct has been formulated to regulate, monitor and ensure reporting of trading by the Designated Persons and their immediate relatives towards achieving compliance with the Regulations and is designed to maintain the highest ethical standards of trading in Securities of the Company by persons to whom it is applicable. The Code lays down Guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with securities of the Company and cautions them of the consequences of violations. During the year under review, the Company's Code of Conduct was amended in line with the amendments brought in the Regulations by SEBI.

29. DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENTS:

The Company adopted Indian Accounting Standards ("Ind AS") from 1st April, 2019 Accordingly, the financial statements have been prepared in accordance with Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Act and other relevant provisions of the Act.

30. STATEMENT INDICATING DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY:

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the enterprise. The Board of Directors have developed & implemented Risk Management Policy for the Company which provides for identification, assessment and control of risks which in the opinion of the Board may threaten the existence of the Company. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

31. MATERIAL CHANGES & COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

The Covid-19 pandemic which is once in a lifetime occurrence has brought with it an unimaginable suffering to people and to almost all sections of the economy. The nationwide lockdowns to curtail the transmission of disease had put the global economy in extreme stress and would have a long-lasting economic impact. However, the operations of the Company were not much affected as the Company has taken several measures to ensure their well-being. Work from home has been assigned to employees of the company to ensure the smooth functioning of the operations. Due to restriction in free movement there are some difficulties faced by the company in its operations. Company's capital & financial position did not affect as such. Interest Payments may be received with some delay due to Covid-19.

Additional information regarding potential impact of COVID-19 pandemic on your Company's business operations and financial position are provided as part of the MD & A Report forms part of this report.

Apart from this there are no material changes and commitments affecting the financial position of the company have occurred between the end of the financial year to which the financial statements relate and the date of this Board's report.

32. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress the Complaint received regarding sexual harassment.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. There was no case of sexual harassment reported during the year under review.

33. LISTING OF SHARES

Company's shares are listed on National Stock Exchange of India Limited, BSE Limited and Calcutta Stock Exchange.

34. DEPOSITORY SYSTEM

Your Company's shares are tradable compulsorily in electronic form and your Company has connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the Depository System, members are requested to avail the facility of Dematerialization of the

Company's shares on either of the Depositories mentioned as aforesaid.

35. COMPLIANCE OF SECRETARIAL STANDARD

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied by the Company.

36. OTHER DISCLOSURES:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/events on these items during the year under review:-

- Company has not issue of equity shares with differential rights as to dividend, voting or otherwise.
- Company has not granted any stock option or Issue of Shares (Including Sweat Equity Shares) to employees of the Company under any Scheme.
- As on 31st March 2021, none of the Directors of the company hold instruments convertible into equity shares of the Company.
- No Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operation in future.
- Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under Section 67(3)(c) of the Companies Act, 2013).
- There has been no change in the nature of business of your Company.
- The Business Responsibility Reporting as required by Regulation 34(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is not applicable to your Company for the financial year ending March 31, 2021.
- No application was made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 during the year in respect of your Company.
- There was no one time settlement of loan obtained from the Banks and the Financial Institutions.
- The Company does not have any shares in the demat suspense account/unclaimed suspense account.

37. ACKNOWLEDGMENT

The Directors regret the loss of life due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic. The Directors wish to convey their appreciation to all of the Company's employees for their contribution towards the Company's performance. The Directors would also like to thank the shareholders, employees, investors, customers, bankers, governments and all other business associates for their continuous support to the Company and their confidence in its management.

Place: Indore

Dated: 17th August, 2021

For and on behalf of the Board of Directors
VIJI FINANCE LIMITED

Vijay Kothari
Managing Director
DIN: 00172878

Nitesh Gupta
Whole-Time Director
DIN: 09248507

**Annexure-A
Form AOC-2**

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1.	Details of contracts or arrangements or transactions not at Arm's length basis.	Details
(a)	Name (s) of the related party & nature of relationship	Nil
(b)	Nature of contracts/arrangements/transactions	Nil
(c)	Duration of the contracts/arrangements/transactions	Nil
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
(e)	Justification for entering into such contracts or arrangements or transactions	Nil
(f)	Date(s) of approval by the Board	Nil
(g)	Amount paid as advances, if any	Nil
(h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

2.	Details of Material contracts or arrangements or transactions at Arm's length basis	Details
(a)	Name (s) of the related party & nature of relationship	Mr. Vijay Kothari (Managing Director of Company)
(b)	Nature of contracts/arrangements/transactions	Unsecured Loan taken & repaid
(c)	Duration of the contracts/arrangements/transactions	Continuing One
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Transactions held during the financial year 2020-21 Loan taken Rs. 29,47,628/- Loan repaid Rs. 58,10,290/- Interest paid – NIL
(e)	Date(s) of approval by the Board, if any	Since these Related Party Transactions are in the ordinary course of business and are at arm's length basis, approval of the Board is not applicable. However, necessary approvals were granted by the Audit Committee from time to time.
(f)	Amount paid as advances, if any	Nil

Place: Indore
Dated: 17th August, 2021

For and on behalf of the Board of Directors
VIJI FINANCE LIMITED

Vijay Kothari
Managing Director
DIN: 00172878

Nitesh Gupta
Whole-Time Director
DIN: 09248507

ANNEXURE B

[Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

I. The Ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

S. No	Name of Director	Ratio to Median Remuneration
-	-	-

Note: No remuneration was paid to any Director of the company during the F.Y. 2020-21.

II. The percentage increase in the remuneration of each Director, CFO, CEO, Company Secretary or Manager, if any, in the financial year 2020-21 is as follows:

(Amount in Rs.)

S. No	Name of Person	Designation	% increase in Remuneration
1	Mr. Vijay Kothari	Managing Director	Not increased
2	Mr. Suresh Singh Jain	Non Executive Independent Director	Not Applicable
3	Mr. Ashish Verma	Non Executive Independent Director	Not Applicable
4	Mrs. Juhee Verma*	Non Executive Independent Director	Not Applicable
5	Mr. Siddhant Sharma	CFO	Not increased
6	Ms. Stuti Sinha	Company Secretary	Not increased

*Note: *Ms. Juhee Verma (DIN: 07691682) resigned from the post of Independent Director of the Company w.e.f. 27th July, 2021.*

Percentage increase in Remuneration of Non-Executive Directors doesn't apply as no remuneration/sitting fee/commission is paid to them.

III. The Percentage increase in the median remuneration of employees in the financial year: During the financial year 24.50 % decrease in the median remuneration of the employees.

IV. The Number of permanent employees on the rolls of the Company as on 31.03.2021 : 4 (Four)

V. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

There was average percentile decrease of 25.09% in salaries of employees other than the managerial personnel in the last financial year. Further, no remuneration was given to managerial personnel during the financial year, hence increase in remuneration of managerial personnel is not applicable. Therefore justification & comparison of increase in remuneration of employees with increase in remuneration of managerial personnel's were not applicable.

VI. Affirmation:

The Board affirms remuneration is as per remuneration policy of the Company.

**Annexure-C
Form AOC-1**

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

S.No.	Particulars	01
1.	Name of the subsidiary	Viji Housing Finance Limited
2.	The date since when subsidiary was acquired	22.11.2016
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as holding Company (01.04.2020 to 31.03.2021)
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A. (there is no foreign subsidiary)
5.	Share capital	1,000,000
6.	Reserve and Surplus	(529,927)
7.	Total assets	553,173
8.	Total Liabilities	83,100
9.	Investments	0.00
10.	Turnover	0.00
11.	Profit (loss) before taxation	(19,200)
12.	Provision for taxation	65,172
13.	Profit (loss) after taxation	(84,372)
14.	Proposed Dividend	Nil
15.	Extent of shareholding (in percentage)	100%

Note:-

- Names of subsidiaries which are yet to commence operations: **-Viji Housing Finance Limited is yet to commence operations at the end of financial year 31.03.2021.**
- Names of subsidiaries which have been liquidated or sold during the year:- **S.L. Developers Private Limited ceased to be a wholly owned subsidiary w.e.f. 25.03.2021.**

Part “B”: Associates and Joint Ventures(N.A.)

(Not Applicable to the company as company neither has any associate company nor it has entered in to any joint venture with any entity)

For Shyam Nagori & Company

Chartered Accountants
FRN: 004573C

Vijay Kothari
Managing Director
DIN : 00172878

Nitesh Gupta
Whole-Time Director
DIN:09248507

Shyam Kumar Nagori
Proprietor
Membership No. 073609

Siddhant Sharma
Chief Financial Officer

Stuti Sinha
Company Secretary
Membership No. A42371

Place: Indore
Date:17th August, 2021

Form No. MR-3
SECRETARIAL AUDIT REPORT
For the financial year ended 31st March, 2021
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
VIJI FINANCE LIMITED
CIN: L65192MP1994PLC008715

Registered Office:-

11/2, Usha Ganj, Jaora Compound
Indore (M.P.)-452001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VIJI FINANCE LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. I hereby report that in my opinion, the company has, during the audit period covering **1st April, 2020 to 31st March, 2021** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **VIJI FINANCE LIMITED** for the financial year ended on 31st March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings; **(not applicable to the company during the audit period);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(not applicable to the company during the audit period);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable to the company during the audit period);**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(not applicable to the company during the audit period);**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(not applicable to the company during the audit period);**
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 as amended from time to time.

- (vi) Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to Non-Banking Financial Companies which are specifically applicable to the Company viz.,
1. The Reserve Bank of India Act, 1934.
 2. Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
 3. Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008.
 4. Guidelines on Corporate Governance issued by Reserve Bank of India for NBFCs.

I have also examined compliance with the applicable clauses of Secretarial Standards on Meeting of Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2), issued by The Institute of Company Secretaries of India.

I further report that I have not reviewed the applicable financial laws (direct and indirect tax laws), Accounting standards, since the same have been subject to review and audit by the Statutory Auditors of the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations:

- The Company has not paid Annual Listing fee to Calcutta Stock Exchange and also not submitted periodical documents through web Portal of Calcutta Stock Exchange.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year, there was no change in the Composition of the Board of Directors.

Adequate notice was given to all the directors to schedule the Board Meetings; agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the company has not undertaken event/action having a major bearing in the company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred above.

For Ramesh Chandra Bagdi & Associates
Company Secretaries

Ramesh Chandra Bagdi
Proprietor
FCS: 8276, C.P. No 2871
UDIN: F008276C000759631

Place: Indore
Dated: 10th August, 2021

Note: This report is to be read with our letter of even date which is annexed as Annexure herewith and forms an integral part of this report.

ANNEXURE to Secretarial Audit Report

To,
The Members,
VIJI FINANCE LIMITED
CIN: L65192MP1994PLC008715

Registered Office:-
11/2, Usha Ganj, Jaora Compound
Indore (M.P.)-452001

My report of event date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit 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.
7. Due to the ongoing Covid-19 pandemic, I have conducted online verification and examination of records, as facilitated by the Company for the purpose of issuing this report.

For Ramesh Chandra Bagdi & Associates
Company Secretaries

Ramesh Chandra Bagdi
Proprietor
FCS: 8276, C.P.No 2871
UDIN: F008276C000759631

Place: Indore
Dated: 10th August, 2021

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

MACRO-ECONOMIC OUTLOOK

The financial year 2021 began on a note of extraordinary uncertainty, given the rapid spread of COVID-19 and the extremely stringent restrictions placed on personal mobility worldwide. Coordinated measures by the government and central banks stimulus, did help to limit the impact of financial uncertainty on businesses and individuals, but still resulted in steep contraction in activity levels the world over.

While economies worldwide have been hit hard, India has suffered one of the largest contractions. During the financial year 2020-21, the rate of decline in GDP for the world was 3.3% and 2.2% for emerging market and developing economies.

The World Bank in its recent report expects the Indian economy to contract by 8.5% in the Financial Year 2021 and estimates that growth for the Financial Year 2021-22 at 10.1%. It also stated that given the significant uncertainty pertaining to both epidemiological and policy developments, real GDP (gross domestic product) growth for the Financial Year 2021-22 can range from 7.5% to 12.5%, depending on how the on-going vaccination campaign proceeds, whether new restrictions to mobility are required and how quickly the world economy recovers.

With sustained policy support and a faster rollout of vaccines, India can be well-equipped to fight the second wave effectively.

INDUSTRY STRUCTURE AND DEVELOPMENTS

The NBFC Sector is staring at another bout of liquidity challenges due to the side effects of the ongoing COVID-19 pandemic. NBFCs are adversely impacted by COVID-related stress due to their underlying business models.

The profitability of NBFCs dipped in the immediate aftermath of the COVID-19 in first quarter of F.Y. 2020-21, as businesses suffered economic losses due to nation-wide lockdowns. Both return on assets (ROA) and return on equity (ROE) deteriorated in first quarter of F.Y. 2020-21 compared to the corresponding period in 2019-20. However, the situation improved marginally in the second quarter of F.Y. 2020-21 as NBFCs' expenditures registered a steeper fall than income.

Asset quality may still pose some challenges in the first half of fiscal 2022 with the uncertainty around the economic fallout of the second wave induced localized restrictions being placed in various parts of the Country. However, these challenges are expected to taper as we move towards the second half of fiscal 2022. The uneven recovery being currently observed is expected to be more broad-based later on in the fiscal as well.

OPPORTUNITIES & THREATS

Non-Banking Financial Companies ("NBFCs"), along with banks, have been the mainstay for the financial services ecosystem in India. NBFCs play an important role in the Indian financial system by complementing and competing with banks, specializing in credit delivery to a wide variety of segments. They play a critical role in participating in the development of the economy by providing an impetus to employment generation, wealth creation, credit in rural segments and much needed credit support to new customer segments.

However, the spread of COVID-19 pandemic across the country and the globe has changed the macro-economic as well as financial services sector outlook. The pandemic has sharply curtailed any hope for recovery of the economy, including financial services and has in fact, exacerbated the situation where the sector was already facing demand slowdown, worsening asset quality issues and limited credit availability. This has affected new business which typically witnesses significant volumes and is expected to unfavourably impact vulnerable borrower segments such as self-employed as well as Micro, Small and Medium Enterprises or entities which have relatively moderate risk profiles and have limited funding avenues, more than the others and therefore, curtail their ability to generate cash flows and service their loans.

The Reserve Bank of India (RBI) announced various measures to address the stress in financial conditions caused by COVID-19. Company being mostly catering to Organized /Industrial customers have seen the customer payments regularizing quite quickly. Overall, loan defaults have also reduced and are expected to drop further as the economy shows positive recovery. NBFCs have also mobilized their on-ground recovery staff to ramp up their collection efforts.

SEGMENT-WISE PERFORMANCE

The Company operates only in one segment i.e. Finance services.

OUTLOOK

The effect of COVID in the economy and particularly in the financial services sector has been significant. As we step into the next financial year, we have been hit by the second wave of the pandemic and it is uncertain what impact it would leave on the economy and the performance of the various sectors including NBFCs.

On the liquidity front, we have comfortable liquidity, the focus would be to raise fresh borrowings through diversified sources to minimize risks and optimize the borrowing cost. We would take every step into the coming year cautiously. Protecting the portfolio, ensuring safety of our employees, containing cost and improving efficiency would be our key focus areas for the coming months till the environment becomes clear.

RISKS & CONCERNS

Our Company is exposed to various risks that are an inherent part of any financial service business. We have policies and procedures in place to measure, assess, monitor, and manage these risks systematically across all its portfolios. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor the risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Our Company has in place adequate internal control systems to a high degree of assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls and compliance with applicable laws and regulations. An internal control framework, including internal financial controls, encompassing clear delegation of authority and standard operating procedures, are available across all businesses and functions. Clear segregation of duties exists between various functions.

The Internal Auditor reports to the Audit Committee of the Board of Directors of the Company. The Internal Auditor conducts comprehensive audits of functional areas and operations of the Company to examine the adequacy of and compliance with policies, plans and statutory requirements. Any significant observations from the audit are reported to the Audit Committee and follow-up actions are taken accordingly. The Audit Committee also reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Financial and Operational performance forms part of the Annual Report and is presented elsewhere in the report.

HUMAN RESOURCE

The Company has a work environment that inspires people to do their best and encourages an ecosystem of teamwork, continuous learning and work-life balance. Our Company continues to focus on attracting and retaining the right talent. With increasing emphasis on digital transformation, your company's effort and strategy has been to foster a dynamic yet structured approach to human resource management.

During the lock down period, Company took various initiatives in order to increase physical & mental health awareness amongst the employees through online sessions & webinars with fitness coaches, motivational speakers etc. Keeping the employees safe, engaged & productive during COVID-19 Pandemic has been of utmost importance to your company.

INDUSTRIAL RELATIONS

Company's Industrial relations continued to be healthy, cordial and harmonious during the period under review.

DETAILS OF SIGNIFICANT CHANGES IN THE KEY RATIOS AND RETURN ON NET WORTH

As per the amendment made under Schedule V to the Listing Regulations read with Regulation 34(3) of the Listing Regulations, details key financial ratios and any changes in return on net worth of the Company are given below:

Particulars	2020-21	2019-20	Change	Reason for Change
Interest coverage ratio	16.72	7.02	138.18%	Due to increased profit and EBIT ,Interest coverage ratio is increased in the current year
Current ratio	0.76	0.06	1166.67	The change is due to increase in current assets
Debt-Equity ratio	0.31	0.46	(33%)	The change is due to repayment of loans and reduction of liabilities
Operating profit margin (%)	0.65	0.20	225%	Due to increased operating profit ,there is change in the current year
Net profit margin (%) or sector-specific equivalent ratio as applicable	0.47	0.14	236%	Due to increased net profit ,there is change in the current year
Debtors turnover ratio	N.A.	N.A.	N.A.	N.A.
Inventories turnover ratio	N.A.	N.A.	N.A.	N.A.

DETAILS OF CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR

There is Change of 198% in Return of Net Worth as compared to previous Financial Year due to increase in net profit.

CAUTIONARY STATEMENT

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include changes in Government regulations, tax regimes, economic developments within India and other countries within which the Company conducts business and other factors such as litigation and labour negotiations. The Company is not under any obligation to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments, information or events.

Sustained strong performance by any company is directly linked to an organization's philosophy and levels of Corporate Governance. Keeping this important reality in view, Your Company has always placed major thrust on managing its affairs with diligence, transparency, responsibility and accountability.

Independent Auditors' Report on the Standalone Ind AS Financial Statements

To the Members of VIJI FINANCE LIMITED

Report on the Audit of Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of **VIJI FINANCE LIMITED** ('the Company'), which comprise the Balance sheet as at 31st March 2021, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2021, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's responsibilities for the audit of the standalone Ind AS financial statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Emphasis of matter

As more fully described in Notes 33 to the Standalone financial statements, the extent to which the on-going COVID-19 pandemic will have impact on the Company's financial performance including the Company's estimates of impairment of loans, are dependent on future developments, the severity and duration of the pandemic, which cannot be predicted with certainty. The Company has considered the context of the pandemic in applying the assumptions used to determine the expected credit losses on loans. The impact assessment of COVID-19 is a continuing process. The Company will continue to monitor any material changes to the future economic conditions. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended 31st March 2021. These matters were addressed in the context of our audit of the standalone AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

How our audit addressed the key audit matters

- **Impairment of financial assets as at balance sheet date (expected credit losses)**

Ind AS 109 requires the Company to provide for impairment of its loan receivables (designated at amortized cost and fair value through other comprehensive income) using the expected credit loss (ECL) approach. ECL involves an estimation of probability weighted loss on financial instruments over their life, considering reasonable and supportable information about past events, current conditions, and

forecasts of future economic conditions which could impact the credit quality of the Company's loans and advances.

In the process, a significant degree of judgment has been applied by the Management for:

- Staging of loans [i.e. classification in 'significant increase in credit risk' ('SICR') and 'default' categories];
- Grouping of borrowers based on homogeneity by using appropriate statistical techniques;
- Estimation of behavioral life;
- Determining macro-economic factors impacting credit quality of receivables;
- Estimation of losses for loan products with no/minimal historical defaults.

Additional considerations on account of COVID-19

In view of the high degree of Management's judgment involved in estimation of Expected Credit Losses, if any accentuated by the COVID-19 pandemic, it is a key audit matter.

IT systems and controls

Financial accounting and reporting processes, especially in the financial services sector, are fundamentally reliant on IT systems and IT controls to process significant transaction volumes, hence we identified IT systems and controls over financial reporting as a key audit matter for the Company.

- Automated accounting procedures and IT environment controls, which include IT governance, general IT controls over program development and changes, access to programs and data and IT operations, are required to be designed and to operate effectively to ensure reliable financial reporting.
- Read and assessed the Company's accounting policies for impairment of financial assets and their compliance with Ind AS 109 and the governance framework approved by the Board of Directors pursuant to Reserve Bank of India guidelines issued on 13 March 2020.
- Read and assessed the Company's policy with respect to moratorium pursuant to the RBI circular and tested the implementation of such policy on a sample basis.
- Evaluated the reasonableness of the Management estimates by understanding the process of ECL estimation and related assumptions and tested the controls around data extraction and validation.
- Assessed the criteria for staging of loans based on their past-due status to check compliance with requirement of Ind AS 109. Tested a sample of performing (stage 1) loans to assess whether any SICR or loss indicators were present requiring them to be classified under stage 2 or 3.
- Assessed the additional considerations applied by the Management for staging of loans as SICR or default categories in view of Company's policy on moratorium.
- Tested the ECL model, including assumptions and underlying computation. Assessed the floor/minimum rates of provisioning applied by the Company for loan products with inadequate historical defaults.
- Tested assumptions used by the Management in determining the overlay for macro-economic factors (including COVID-19 pandemic).
- Assessed disclosures included in the standalone Ind AS financial statements in respect of expected credit losses including the specific disclosures made with regards to the impact of COVID-19 on ECL estimation.
- We tested the design and operating effectiveness of the Company's IT access controls over the information systems that are important to financial reporting and various interfaces, configuration and other identified application controls.
- We tested IT general controls (logical access, changes management and aspects of IT operational controls). These included testing requests for access to systems were reviewed and authorised.

- We tested the Company's periodic review of access rights. We also tested requests of changes to systems for approval and authorisation.
- In addition to the above, we tested the design and operating effectiveness of certain automated controls that were considered as key internal controls over financial reporting.

Other information

The other information comprises the information included in the Annual report but does not include the standalone Ind AS financial statements and our auditor's report thereon. The Company's Board of Directors is responsible for the other information.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has

adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
4. Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended 31st March 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the '**Annexure 1**' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) on the basis of the written representations received from the directors as on 31st March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2021 from being appointed as a director in terms of section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these

standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in ‘Annexure 2’ to this report;

- g) According to the information and explanation given to us and based on our examination of the records of the company, the company has not paid/provided for managerial remuneration.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - a) The Company has no pending litigations on its financial position in its standalone Ind AS financial statements;
 - b) The Company do not have any long term contracts including derivative contracts to the standalone Ind AS financial statements;
 - c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For SHYAMNAGORI & COMPANY
Chartered Accountants
ICAI Firm registration number: 004573C

Shyam Kumar Nagori
Proprietor
Membership number: 073609
UDIN-21073609AAAAFN4174

Place: Indore
Date: June 30th, 2021

**Annexure 1 to the Independent Auditors' Report
(Referred to in our report of even date)**

- I. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets;
- (b) The management during the year has physically verified all the assets and there is a regular program of verification, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) The company does not own any immovable property.
- II. The Company is a service company, primarily rendering financial services. Accordingly, it does not hold any physical inventories. Thus, paragraph (ii) of the order is not applicable to the Company.
- III. According to information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the Companies Act, 2013.
- IV. In our opinion and according to the information and explanation given to us, the company has complied with the provision of Section 185 and 186 of the Act, with respect to loans and investment made.
- V. The Company has not accepted any deposits from the public.
- VI. As per information & explanations given to us that the maintenance of cost records has not been prescribed by the Central Government, under subsection 1 of section 148 of the Companies Act, 2013, for any product or services of the Company.
- VII. According to the information and explanations given to us, in respect of statutory dues:
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. However, As explained to us, Income tax ,GST and Service Tax dues of Assessment Year 2021-22 have not been deposited till date of audit. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, sales tax, value added tax, duty of customs, cess and other material statutory dues except Income tax ,GST and service tax were in arrears as at 31st March 2021 for a period of more than six months from the date they became payable.

Name of the Statute	Nature of the dues	Amount (Rs.)
Goods & Service Tax (GST)	Regular Tax liability	19.8 Lakh
Service Tax	Regular Tax liability	1.62 Lakh
Income Tax	Regular Tax liability	25.98 Lakh
TDS	Regular Tax liability	6.74 Lakh
Professional Tax	Regular Tax liability	0.21 Lakh

- (c) According to the information and explanations given to us, there are no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax of cess, which have not been deposited on account of any dispute in various offices, of the Company as a whole as on 31st March, 2021.
- VIII. The company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders
- IX. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph (ix) of the order is not applicable.
- X. According to the information and explanations given to us, no material fraud on or by the company by its officers or employees has been noticed or reported during the course of our audit.
- XI. According to the information and explanation given to us and based on our examination of the records of the company, the company has not paid/provided for managerial remuneration.

- XII. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph (xii) of the order is not applicable.
- XIII. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- XIV. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- XV. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph (xv) of the order is not applicable.
- XVI. The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934 bearing registration No. 03-00080 Dt. 29th October, 1998 granting the company to carry of the business of a non-banking financial company.

For SHYAM NAGORI & COMPANY
Chartered Accountants
ICAI Firm registration number: 004573C

Shyam Kumar Nagori
Proprietor
Membership number: 073609
UDIN-21073609AAAAFN4174

Place: Indore
Date: June 30th, 2021

Annexure – “2” to the Auditors’ Report (Refer to in our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Viji Finance Limited (“the Company”) as at March 31, 2021 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting with reference to these standalone Ind AS financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A Company’s internal financial control over financial reporting with reference to these standalone Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting with reference to these standalone Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of Management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the Standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls over financial reporting with reference to these standalone Ind AS financial statements and such Internal financial controls over financial reporting with reference to these standalone Ind AS financial statements were operating effectively as at March 31, 2021 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SHYAM NAGORI & COMPANY
Chartered Accountants
ICAI Firm registration number: 004573C

Shyam Kumar Nagori
Proprietor
Membership number: 073609
UDIN-21073609AAAAFN4174

Place: Indore
Date: June 30th, 2021

ANNEXTURE TO THE AUDITORS REPORT OF EVEN DATED OF VIJI FINANCE LIMITED, INDORE ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2021.

1. The Company has obtained registration under section 45IA of the Reserve Bank of India Act, 1934 vide certificate no. 03-00080 Dt. 29th October, 1998.
2. The Board of Directors of the Company has passed a resolution for not holding any public deposit as on date as well as non-acceptance of any public deposit in future without obtaining written prior permission from the Reserve Bank of India.
3. The Company has not accepted any public deposit during the financial year ended on 31st March, 2021.
4. The Company has complied with the prudential norms relating to income recognition, accounting standards and assets classification as applicable to it, subject to Notes to the accounts.
5. Necessary provision, if any has been made for all bad and doubtful debts during the year ending 31st March, 2021.

AS PER OUR REPORT OF EVEN DATE

For SHYAM NAGORI & COMPANY
Chartered Accountants
ICAI Firm registration number: 004573C

Shyam Kumar Nagori
Proprietor
Membership number: 073609
UDIN-21073609AAAAFN4174

Place: Indore
Date: June 30th, 2021

M/S VIJI FINANCE LIMITED

11/2, USHA GANJ, JAORA COMPOUND, INDORE-452001 (MP)

CIN : L65192MP1994PLC008715

STANDALONE BALANCE SHEET AS AT 31st MARCH, 2021**(Amount in Rs.)**

Particulars	Notes	AS at 31.03.2021	AS at 31.03.2020
ASSETS			
1 Financial Assets			
(a) Cash and cash equivalents	2	51,20,163	7,92,496
(b) Bank Balance other than (a) above	3	3,48,722	5,46,332
(c) Derivative financial instruments			
(d) Receivables			
(I) Trade Receivables	4	3,00,000	3,25,000
(II) Other Receivables			
(e) Loans	5	14,81,59,079	15,06,84,880
(f) Investments	6	15,27,941	15,87,616
(g) Other Financial assets (to be specified)	7	4,73,126	10,45,903
2 Non-financial Assets			
(a) Inventories			
(b) Current tax assets (Net)			
(c) Deferred tax Assets (Net)	8	97,062	75,463
(d) Property, Plant and Equipment	9	18,62,420	23,51,334
(e) Intangible assets			
(f) Other non-financial assets (to be specified)			
Total Assets		15,78,88,512	15,74,09,024
LIABILITIES AND EQUITY			
LIABILITIES			
1 Financial Liabilities			
(a) Derivative financial instruments			
(b) Payables			
(I) Trade Payables			
(II) Other Payables			
(i) total outstanding dues of micro enterprises and small enterprises			
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	10	42,66,604	49,44,409
(c) Debt Securities			
(d) Borrowings (Other than Debt Securities)	11	3,54,37,968	3,84,22,192
(e) Deposits			
(f) Subordinated Liabilities			
(g) Other financial liabilities(to be specified)			

(Amount in Rs.)

Particulars	Notes	AS at 31.03.2021	AS at 31.03.2020
2 Non-Financial Liabilities			
(a) Current tax liabilities (Net)	12	15,45,294	5,06,286
(b) Provisions	13	44,68,046	57,85,280
(c) Deferred tax liabilities (Net)			
(d) Other non-financial liabilities(to be specified)			
3 EQUITY			
(a) Equity Share capital	14	8,25,00,000	8,25,00,000
(b) Other Equity	15	2,96,70,601	2,52,50,857
Total Liabilities and Equity		15,78,88,512	15,74,09,024
Significant Accounting Policies	1		
Notes on Financial Statements	2-34		

As per our report of even date

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

For Shyam Nagori & Company

Chartered Accountants

FRN: 004573C

Suresh Singh Jain

Director

DIN : 03584190

Vijay Kothari

Managing Director

DIN : 00172878

Shyam Kumar Nagori

Proprietor

Membership No. 073609

PAN : AAPPN8116P

UDIN: 21073609AAAAFN4174

Stuti Sinha

Company Secretary

Membership No. A42371

Siddhant Sharma

Chief Financial Officer

30 June 2021, Indore

M/S VIJI FINANCE LIMITED

11/2, USHA GANJ, JAORA COMPOUND, INDORE-452001 (MP)

CIN : L65192MP1994PLC008715

STANDALONE STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2021

(Amount in Rs.)

Particulars	Notes	AS at 31.03.2021	AS at 31.03.2020
Revenue from operations			
(i) Interest Income	16	92,04,169	96,36,564
(ii) Dividend Income		-	-
(iii) Rental Income			
(iv) Fees and commission Income	17	-	2,54,237
(v) Others (to be specified)			
(I) Total Revenue from operations		92,04,169	98,90,801
(II) Other Income (to be specified)	18	2,40,325	-
(III) Total Income (I+II)		94,44,494	98,90,801
Expenses			
(i) Finance Costs	19	3,78,512	3,22,622
(ii) Fees and commission expense		-	-
(iii) Employee Benefits Expenses	20	9,11,600	40,90,370
(iv) Depreciation, amortization and impairment	9	488914	513865
(v) Others expenses (to be specified)	21	17,22,031	30,16,691
(IV) Total Expenses		35,01,057	79,43,548
(V) Profit / (loss) before exceptional items and tax (III-IV)		59,43,437	19,47,253
(VI) Exceptional items			
(VII) Profit/(loss) before tax (V-VI)		59,43,437	19,47,253
(VIII) Less:-Tax Expense:			
(1) Current Tax		15,45,294	5,06,286
(2) Earlier year Tax			
(3) Deferred Tax		(21,600)	21,174
(IX) Profit (loss) for the period from continuing operations(VII-VIII)		44,19,744	14,19,793
(X) Profit/(loss) from discontinued operations			
(XI) Profit/(loss) for the period (IX+X)		44,19,744	14,19,793
(XII) Other Comprehensive Income			
(XIII) Total Comprehensive Income for the period (XI+XII) (Comprising Profit (Loss) and other Comprehensive Income for the period)		44,19,744	14,19,793
(XIV) Earnings per equity share (for continuing operations)	22		
Basic (Rs.)		0.05	0.02
Diluted (Rs.)		0.05	0.02

As per our report of even date

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

For Shyam Nagori & Company

Chartered Accountants

FRN: 004573C

Shyam Kumar Nagori

Proprietor

Membership No. 073609

PAN : AAPPN8116P

UDIN: 21073609AAAAFN4174

30 June 2021, Indore

Suresh Singh Jain

Director

DIN : 03584190

Stuti Sinha

Company Secretary

Membership No. A42371

Vijay Kothari

Managing Director

DIN : 00172878

Siddhant Sharma

Chief Financial Officer

M/S VIJI FINANCE LIMITED
11/2, USHA GANJ, JAORA COMPOUND, INDORE-452001 (MP)
CIN : L65192MP1994PLC008715
STANDALONE CASH FLOW STATEMENT

(Amount in Rs.)

Particulars	Year ended 31 March, 2021		Year ended 31 March, 2020	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit before exceptional items and taxes				
Adjustments to reconcile profit before tax to net cash flows:	59,43,437		19,47,253	
Add: Non-cash expenses				
Depreciation, amortization and impairment	4,88,914		5,13,865	
Bad debts and write offs				
Share based payments to employees				
		64,32,351		24,61,118
Less: Income considered separately				
Interest income on investments				
Dividend income				
Net gain on derecognition of property, plant and equipment				
Net gain / (loss) on sale of investments			(1,70,755)	
		64,32,351		26,31,873
Operating profit before working capital changes				
Changes in -				
Loans	25,25,801		(1,23,30,826)	
Trade receivables	25,000		23,34,478	
Interest accrued on other deposits				
Other financial assets	5,72,777		2,42,984	
Other financial liabilities	(6,77,805)		1,47,286	
Other non-financial assets				
Trade Payables				
Other non-financial liabilities				
Derivative financial instruments				
Provisions	(15,66,233)		23,64,541	
Cash used in operations		73,11,890		(46,09,664)
Income taxes paid (net of refunds)				
NET CASH USED IN OPERATING ACTIVITIES (A)		73,11,890		(46,09,664)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, plant and equipment and intangible assets			(1,54,216)	
Proceeds from sale of Property, plant and equipment				
Purchase of investments at FVTPL				
Proceeds from sale of investments at FVTPL			17,21,820	
Purchase of investments at cost				
Proceeds from / (Investments in) term deposits with banks (net)				
Dividend income received				
Interest income received on investments				
Change in Earmarked balances with banks	(1,97,610)			
NET CASH GENERATED FROM / (USED IN) INVESTING ACTIVITIES (B)		(1,97,610)		15,67,604
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issue of Equity shares (net of issue expenses)				
Expenses incurred on issuance of Non-convertible debentures				
Proceeds from borrowings through Debt Securities			35,85,555	
Repayment of borrowings through Debt Securities				
Proceeds from Borrowings (Other than Debt Securities)				
Repayment of Borrowings (Other than Debt Securities)	(29,84,224)			
Increase / (decrease) in Fixed deposits (net)				
Payments for principal portion of lease liability				
Dividend paid (including tax on dividend)				
NET CASH GENERATED FROM FINANCING ACTIVITIES (C)		(29,84,224)		35,85,555
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)		41,30,056		5,43,495
Cash and Cash Equivalents at the beginning of the year		13,38,828		7,95,333
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		54,68,884		13,38,828

As per our report of even date

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

For Shyam Nagori & Company

Chartered Accountants

FRN: 004573C

Shyam Kumar Nagori

Proprietor

Membership No. 073609

PAN : AAPPN8116P

UDIN: 21073609AAAAFN4174

30 June 2021, Indore

Suresh Singh Jain

Director

DIN : 03584190

Stuti Sinha

Company Secretary

Membership No. A42371

Vijay Kothari

Managing Director

DIN : 00172878

Siddhant Sharma

Chief Financial Officer

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

NOTE 1: CORPORATE INFORMATION

Viji Finance Limited ("VFL" or 'the Company') is a public limited company and incorporated on 12th October 1994 having (CIN: L65192MP1994PLC008715) under the provisions of Companies Act. The shares of the Company got listed at BSE Limited and National Stock Exchange of India Limited on 21st March, 2014 and 11th July, 2016 respectively.

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

The Company is a Non-Banking Financial Company (NBFC) engaged in providing financial services. The Company is registered as a Non-Systemically Important Non Deposit Accepting NBFC as defined under Section 45 IA of the Reserve Bank of India ('RBI Act, 1934 with effect from 29th October 1998).

STATEMENT OF COMPLIANCE

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

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these Financial Statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1. Basis for Preparation

(i) Compliance with Ind AS

The financial statements of the Company comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. Any application guidance/clarifications/directions issued by RBI or other regulators are implemented as and when they are issued applicable.

The financial statements up to and including the year ended 31 March 2019 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) under the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended), and other generally accepted accounting principles in India (collectively referred to as "Indian GAAP" or "Previous GAAP") and prudential norms for Income recognition, assets classification and provisioning for non-performing assets as well as contingency provision for standard assets as prescribed by The Reserve Bank of India (RBI) for NBFCs.

The financial statements have been prepared using the significant accounting policies and measurement bases summarized as below. These accounting policies have been applied consistently over all the periods presented in these financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to Ind AS.

(ii) Historical Cost Convention

The financial statements have been prepared on a historical cost basis.

(iii) Functional & Presentation Currency

These financial statements are presented in Indian Rupees (INR) which is also the Company's functional currency.

(iv) Preparation of financial statements

The Company is covered In the definition of Non-Banking Financial Company as defined In Companies (Indian Accounting Standards) (Amendment) Rules, 2015. As per the format prescribed under Division III of Schedule III to the Companies Act, 2013 on 11 October 2018, the Company presents the Balance Sheet, the Statement of Profit and Loss, Cash Flow Statement and the Statement of Changes in Equity in the order of liquidity. A maturity analysis of recovery or settlement of assets and liabilities within 12 months after the reporting date and more than 12 months after the reporting date is presented.

(v) Use of estimates and judgments

The preparation of financial statements in conformity with IndAS requires management to make estimates, judgments, and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of financial statements and the reported amounts of revenue and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognized in the period in which the Company becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods. The estimates and judgments that have significant impact on carrying amount of assets and liabilities at each balance sheet date are discussed.

2.2. Revenue recognition

The Company recognizes revenue from contracts with customers based on a five step model asset out in Ind AS 115, Revenue from contracts with customers, to determine when to recognize revenue and at what amount. Revenue is measured based on the consideration specified in the contract with a customer. Revenue from contracts with customers is recognised when services are provided and it is highly probable that a significant reversal of revenue is not expected to occur.

Revenue is measured at fair value of the consideration received or receivable. Revenue is recognized when (or as) the Company satisfies a performance obligation by transferring a promised service (i.e. an asset) to a customer. An asset is transferred when (or as) [he customer obtains control of that asset.

When (or as) a performance obligation is satisfied, the Company recognizes as revenue the amount of the transaction price (excluding estimates of variable consideration) that is allocated to that performance obligation.

The Company applies the five-step approach for recognition of revenue:

- Identification of contract {s} with customers;
- Identification of the separate performance obligations in the contract;
- Determination of transaction price;
- Allocation of transaction price to the separate performance obligations; and
- Recognition of revenue when (or as) each performance obligation is satisfied.

(i) Interest income

Interest income is recognized on actual basis in Statement of profit and loss for all financial instruments measured at amortized cost.

(ii) Fee and commission income

Fee based income on loan transactions are recognized when they become measurable and when it is probable to expect their ultimate collection.

2.3. Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Current Tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred Tax

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

2.4. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.5. Financial instruments

Initial recognition and measurement:

Financial assets and financial liabilities are recognized when the entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Fair value of financial instruments:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed.

Financial assets

(i) Classification and subsequent measurement

All recognised financial assets are subsequently measured at either amortised cost or fair value depending on their respective classification.

On initial recognition, a financial asset is classified as- measured at:

- Fair value through profit or loss (FVTPL);
- Fair value through other comprehensive income (FVOCI); or
- Amortized cost.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

Financial assets at amortized cost are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain and loss on de-recognition is recognized in profit or loss.

Financial assets at FVTPL are subsequently measured at fair value. Interest Income is recognised using the effective interest (EIR) method. The impairment losses, if any, are recognized through statement of Profit and loss.

The loss allowance is recognized does not reduce the carrying value of the financial asset. On de-recognition, gains and losses accumulated In OCI are reclassified to the Statement of Profit and Loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any Interest or dividend income, are recognized in profit or loss.

(ii) Impairment

The Company recognizes impairment allowances using Expected Credit Losses ("ECL") method on all the financial assets that are not measured at FVPTL:

ECL are probability weighted estimate of credit losses. For ECL all financial loans are classified as follows:

Stage 1: Financials assets that are not credit Impaired.

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

Stage 3: Financials assets that are credit impaired.

Financial assets are written off/ fully provided for when there is no reasonable of recovering a financial asset in its entirety or a portion thereof.

However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised In the Statement of Profit and Loss.

(iii) Derecognition

A financial asset is derecognized only when:

The Company has transferred the rights to receive cash flows from the financial asset or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de recognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset Is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Financial Liabilities

(i) Initial recognition and measurement

Financial liabilities are classified at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or It is a derivative or it Is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, Including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective Interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on de-recognition is also recognized in Statement of Profit or loss.

(ii) Subsequent measurement

Financial liabilities carried at fair value through profit or loss is measured at fair value with all changes in fair value recognized in the Statement of Profit and loss.

(iii) De-recognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

2.6. Leases

The company does not have any lease assets.

2.7. Property, plant and equipment

Property, plant and equipment are stated at cost of acquisition less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition and installation of the assets.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Transition to Ind-AS

On transition to Ind-AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 01, 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the Written down method to allocate their cost, net of their residual values, over their estimated useful life prescribed under Schedule II to the Companies Act, 2013. The Company provides pro-rata depreciation from the date of installation till date the assets are sold or disposed.

De-recognition:

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognized in the statement of profit and loss when the asset is derecognized.

2.8. Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount of asset is the higher of its fair value or value in use. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects the current market assessment of time value of money and the risks specific to it. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. All assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist. An impairment loss is reversed if there has been a change in estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the assets carrying amount would have been determined, net of depreciation or amortization, had no impairment loss been recognised.

2.9. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.10. Segment reporting

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

2.11. Provisions and contingencies

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the reporting date.

Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Expected future operating losses are not provided.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

2.12. Earnings per share (Ind As 33)

a) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit for the period (excluding other comprehensive income) attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus element in equity shares issued during the year.

b) Diluted earnings per share

Diluted earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of shares outstanding during the period as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

2.13. Rounding of amounts

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

2.14. Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

2.15. Risk Management

While risk is inherent in the Company's activities, it is managed through an integrated risk management framework, including ongoing identification, measurement and monitoring, subject to risk limits and other controls.

The Board of Directors are responsible for the overall risk management approach and for approving the risk management strategies and principles.

Credit risk

The company manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties and industry concentrations, and by monitoring exposures in relation to such limits.

NOTE 3: KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires management to make judgments. Estimates and assumption in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on ongoing basis. Any changes to accounting estimates are recognized prospectively. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

- a) **Provision and contingent liability:** On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.
- b) **Allowance for impairment of financial asset:** Judgments are required in assessing the recoverability of overdue loans and determining whether a provision against those loans is required. factors considered include the aging of past dues, value of collateral and any possible actions that can be taken to mitigate the risk of non-payment.
- c) **Recognition of deferred tax assets:** Deferred tax assets are recognized for unused tax-loss carry forwards, deductible temporary differences and unused tax credits to the extent that realization of the related tax benefit is probable. The assessment of the probability with regard to the realization of the tax benefit involves assumptions based on the history of the entity and budgeted data for the future.
- d) **Property, plant and equipment:** Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values as per schedule II of the Companies Act, 2013 or are based on the Company's historical experience with similar assets and taking into account anticipated technological changes, whichever is more appropriate.
- e) **Fair Value Measurement:** Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique. In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as explained below:
- **Level 1**
Units held in mutual funds are measured based on their published net asset value (NAV), taking into account redemption and/or other restrictions. Treasury bills are valued based on market quotes.
 - **Level 2**
Fair value of debt securities, borrowings other than debt securities and subordinated liabilities have estimated by discounting expected future cash flows discounting rate near to report date based on comparable rate / market observable data.
 - **Level 3**
Fair value of loans have estimated by discounting expected future cash flows using discount rate equal to the rate near to the reporting date of the comparable product. Unquoted equity shares are measured at fair value using suitable valuation models viz., net asset value technique.

PARTICULARS		AS at 31.03.2021	AS at 31.03.2020
2	<u>CASH AND CASH EQUIVALENTS</u>		
	Cash In Hand	49,02,661	7,81,028
	Balances With Scheduled Banks :		
	- In Current Accounts	2,17,502	11,468
	- Cheques, Draft on hand	-	-
	- Others (specify nature)	-	-
	Total Rs.	51,20,163	7,92,496
3	<u>BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS</u>	AS at 31.03.2021	AS at 31.03.2020
	Balance with Banks in Earmarked Account:		
	- Earmarked Balance Dividend Account	3,48,722	5,46,332
	Total Rs.	3,48,722	5,46,332
4	<u>TRADE RECEIVABLES</u>	AS at 31.03.2021	AS at 31.03.2020
	RECEIVABLES CONSIDERED GOOD-SECURED	-	-
	RECEIVABLES CONSIDERED GOOD-UNSECURED	3,00,000	3,25,000
	Total Rs.	3,00,000	3,25,000
5	<u>LOANS</u>	AS at 31.03.2021	AS at 31.03.2020
	(A) At fair value through profit and loss		
	Margin funding and others		
	Others (Business Advances)	14,81,59,079	15,06,84,880
	Loan to employees	-	-
	Less: Impairment loss allowance	-	-
	Total (A) Net	14,81,59,079	15,06,84,880
	(B) Secured / Unsecured		
	Secured by pledge of securities	-	-
	Unsecured	14,81,59,079	15,06,84,880
	Less: Impairment loss allowance	-	-
	Total (B) Net	14,81,59,079	15,06,84,880
	(C) Loans in India		
	Other	14,81,59,079	15,06,84,880
	Less: Impairment loss allowance	-	-
	Total (C) Net	14,81,59,079	15,06,84,880
	Stage wise break up of loans		
	(i) Low credit risk (Stage 1)	14,81,59,079	15,06,84,880
	(ii) Significant increase in credit risk (Stage 2)	-	-
	(ii) Credit impaired (Stage 3)	-	-
	Total	14,81,59,079	15,06,84,880
6	<u>INVESTMENTS</u>	AS at 31.03.2021	AS at 31.03.2020
	Unquoted investments at cost		
	Equity Share Capital / Capital contribution in subsidiary*		
	S.L. Developers Private Limited		3,00,000
	Viji Housing Finance Limited	10,00,000	10,00,000
	Total investments in subsidiary	10,00,000	13,00,000

PARTICULARS			AS at 31.03.2021	AS at 31.03.2020
At fair value through profit and loss				
In Alternate investment funds			-	-
Total investments in AIF				
Equity instruments : Quoted, fully paid up				
Investment In Shares*				
Name of the Body Corporate	No. of Shares		AS at 31.03.2021	AS at 31.03.2020
	2020-2021	2019-2020		
i Choksi Laboratories Limited (face value Rs. 10)	2,000	2,000	15,600	8,900
ii Divya Jyoti Industries (face value Rs. 10)	500	500	-	3,975
iii Reliance Industries limited (face value Rs. 10)	20	20	10,141	10,141
iv. Soni Soya Product Ltd	54,000	144,000	5,02,200	2,64,600
Total (b)			5,27,941	2,87,616
* Market Value of quoted Equity Investment as on 31-Mar-2021 is Rs.558253 /- (Previous Year Rs 299880/-)				
* Current investments are valued at cost or market price whichever is lower				
* S.L. Developers Pvt. Ltd. ceased to be a wholly owned subsidiary company w.e.f. 25.03.2021.				
Investment in India			15,27,941	15,87,616
Investment outside India			-	-
			AS at 31.03.2021	AS at 31.03.2020
7	<u>OTHER FINANCIAL ASSETS</u>			
	TDS Receivable		4,53,126	10,25,903
	Less: Impairment loss allowance			-
	Net		4,53,126	10,25,903
	Security Deposits		20,000	20,000
	Less: Impairment loss allowance			-
	Net		20,000	20,000
	Total Rs.		4,73,126	10,45,903
8	<u>DEFERRED TAX ASSETS</u>		AS at 31.03.2021	AS at 31.03.2020
	Provisions		-	-
	Ind AS impact		-	-
	Unabsorbed business losses		-	-
	Unabsorbed depreciation		97,062	96,636
	Fair value loss/ (gain) on investments and other assets		-	-
	Total		97,062	96,636

PARTICULARS		AS at 31.03.2021	AS at 31.03.2020
Deferred tax liabilities			
Fixed asset: Impact of difference between tax depreciation and depreciation/amortization charged for financial reporting period			21,173
Other adjustments			
Total			21,173
Net deferred tax assets		97,062	75,463
		AS at 31.03.2021	AS at 31.03.2020
10 PAYABLES			
Trade Payables			
(i) Total outstanding dues of micro enterprises and small enterprises	-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises:			
(a) Current Maturities of Long Term Debt			3,53,834
(b) Other Current Liability			3,47,400
(c) Creditors for Expenses		8,82,701	6,84,817
(d) Service Tax Payable		1,62,000	1,62,000
(e) Professional Tax Payable		21,302	14,854
(f) TDS Payables		6,73,611	6,74,318
(g) GST Payable		19,80,087	21,30,854
(h) Salary payable		1,18,182	30,000
(i) Unpaid Dividend		3,48,722	5,46,332
(j) Audit Fees Payable		80,000	
		42,66,604	49,44,409
The details of amount outstanding to Micro, Small and Medium Enterprises defined under “ Micro, Small and Medium Enterprises Development Act, 2006”			
(as identified based on information available with the Company and relied upon by the Auditors is as under)			
Principal amount due and remaining unpaid			
Interest due on above and the unpaid interest			-
Interest paid			-
Payment made beyond the appointed day during the year			-
Interest due and payable for the period of delay			-
Interest accrued and remaining unpaid			-
Amount of further interest remaining due and payable in succeeding years			

M/S VIJI FINANCE LIMITED
11/2, USHA GANJ, JAORA COMPOUND, INDORE - 452001 (MP)
9. PROPERTY, PLANT AND EQUIPMENT

S.No.	Particulars	Gross Block			Accumulated Depreciation			Net Block	
		Balance as at 1st April 2020	Additions During the Period	Balance as at 31st March 2021	Balance as at 1st April 2020	Depreciation charge for the year	Balance as at 31st March 2021	Balance as at 31st March 2021	Balance as at 31st March 2020
Tangible Assets (Not Under Lease)									
1	Vehicle	3520414	-	3520414	1394113	418049	1812162	1708252	21,26,301
2	Computer	351804		351804	281674	49164	330838	20966	70,130
3	Office Equipment	249534		249534	123099	18376	141475	108059	1,26,435
4	Furniture & Fixture	35,000	-	35000	6,532	3325	9857	25143	28,468
	Total	41,56,752	-	41,56,752	18,05,418	4,88,914	22,94,332	18,62,420	23,51,334
	Previous year	40,60,035	96,717	41,56,752	12,91,553	5,13,865	18,05,481	23,51,334	27,68,482

PARTICULARS	AS at 31.03.2021	AS at 31.03.2020
11 <u>BORROWINGS (OTHER THAN DEBT SECURITIES)</u>		
At FAIR VALUE THROUGH PROFIT AND LOSS		
Term Loan		
From Banks : Secured by way of cash margin		
From Banks : Unsecured		
From Toyota Financial Services India Ltd. : Secured by way of hypothecation of a vehicle	5,40,374	952,186
From financial institutions		
IFL Promoters Limited#	20,33,250	1,743,000
From Related Party (Unsecured)		
Vijay Kothari (Director)*	3,28,64,344	3,57,27,006
Total	3,54,37,968	3,84,22,192
Borrowings in India	3,54,37,968	3,84,22,192
Borrowings outside India		
Total	3,54,37,968	3,84,22,192
*Director has given consent for the interest free loan for the growth of the company		
#Secured loan against pledge of Equity Shares of Viji Finance Ltd. held by Mr. Vijay Kothari (Managing Director). Interest rate is 18% p.a.		
	AS at 31.03.2021	AS at 31.03.2020
12 <u>CURRENT TAX LIABILITY</u>		
Provision for Income Tax (net of Advance Tax & TDS)	15,45,294	5,06,286
Total Rs.	15,45,294	5,06,286
	AS at 31.03.2021	AS at 31.03.2020
13 <u>SHORT TERM PROVISIONS</u>		
Provision on Standard Assets	3,21,997	3,21,997
Provision of loss on current investment	4,20,445	4,20,445
Director Remuneration payable	16,87,500	16,87,500
Provision on Non Performing Assets	9,84,555	9,84,555
Provision for Income Tax (net of Advance Tax & TDS)	10,53,549	23,70,783
Total Rs.	44,68,046	57,85,280
	AS at 31.03.2021	AS at 31.03.2020
14 <u>EQUITY SHARE CAPITAL</u>		
AUTHORISED CAPITAL :		
11,00,00,000 Equity Shares of Rs. 1/- each	11,00,00,000	11,00,00,000
(Previous Year 11,00,00,000 Equity Shares of Rs. 1/- each)		
ISSUED, SUBSCRIBED, PAID UP CAPITAL :		
8,25,00,000 Equity Shares of Rs. 1 each fully paid up.	8,25,00,000	8,25,00,000
(Previous Year 8,25,00,000 Equity Shares of Rs. 1 each fully paid up)		
Total Rs.	8,25,00,000	8,25,00,000

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

Particulars	As at 31st March 2021		As at 31st March 2020	
	No. of Shares	Amount (in Rs.)	No. of Shares	Amount (in Rs.)
Equity Shares at the beginning of the year	8,25,00,000	8,25,00,000	8,25,00,000	8,25,00,000
Add : changes during the year				
Equity Shares at the end of the year	8,25,00,000	8,25,00,000	8,25,00,000	8,25,00,000

14.2 Details of Shareholders holding more than 5 % shares:

Name of Shareholder	As at 31st March 2021		As at 31st March 2020	
	No. of Shares	% held	No. of Shares	% held
Vijay Kothari	2,86,81,761	34.77%	29,941,761	36.29%
Shilpa Kothari	1,44,07,850	17.46%	1,44,07,850	17.46%

14.3 Terms/rights attached to equity shares:

The company has only one class of equity shares having a par value of Rs. 1 per share (31st March 2021: Rs. 1/- per share). Each holder of equity shares is entitled to one vote per share. The dividend, in case proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

14.4 Statement of changes in equity

Particulars	AS at 31.03.2021	AS at 31.03.2020
Balance at the beginning of the year	82,500,000	82,500,000
Changes in equity share capital during the year	-	-
Balance at the end of the year	82,500,000	82,500,000

15 OTHER EQUITY	Reserves and surplus			Other comprehensive income
Particulars	Securities premium	General reserve	Reserve fund as per RBI	
Balance as at 31 March 2020	-	15,711,040	9,539,817	-
Profit after tax	-	4,419,744	-	-
Other comprehensive income	-	-	-	-
	-	20,130,784	9,539,817	-
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	-	(883,949)	883,949	
Share based payment to employees - for the year	-	-	-	-
Received on allotment of shares to Trust for employees pursuant to ESOP scheme	-	-	-	-
Transfer on allotment of shares to employees pursuant to ESOP scheme	-	-	-	-

Transfer on cancellation of stock options				
Add: Premium on equity shares held in Trust for employees under the ESOP scheme as at 31 March 2020	-	-	-	
Less: Premium on equity shares held in Trust for employees under the ESOP scheme as at 31 March 2021	-	-	-	-
Balance as at 31 March 2021	-	19,246,835	10,423,766	-

15.1 Statutory Reserve :Statutory Reserve represents the Reserve Fund created under Section 45 IC of the Reserve Bank of India Act, 1934. An amount of Rs. 8,83,949/- representing 20% of Net Profit is transferred to the Fund for the year (Previous Year: Rs. 2,83,959/-). No appropriation was made from the Reserve Fund during the year.

	AS at 31.03.2021	AS at 31.03.2020
16 <u>INTEREST INCOME</u> On financial assets measured at fair value through profit and loss		
Interest on loan and advances to customers	92,04,169	96,36,564
Interest on deposits with Banks		
Interest income from investments		
Other interest income		
Total Rs.	92,04,169	96,36,564

	AS at 31.03.2021	AS at 31.03.2020
17 <u>FEES AND COMMISSION INCOME</u>		
Financial Commission	-	2,54,237
Total Rs.	-	2,54,237

	AS at 31.03.2021	AS at 31.03.2020
18 <u>OTHER INCOME</u>		
Profit on revaluation of investment	2,40,325	-
Total Rs.	2,40,325	-

	AS at 31.03.2021	AS at 31.03.2020
19 <u>FINANCE COST</u> On Instruments measured at fair value through profit and loss		
Interest on borrowings	3,70,982	3,11,980
Other borrowing costs	7,530	10,642
Total Rs.	3,78,512	3,22,622

	AS at 31.03.2021	AS at 31.03.2020
20 <u>EMPLOYEE BENEFIT EXPENSES</u>		
Salary & Incentive	9,11,600	11,40,370
Director Remuneration	-	29,50,000
Total Rs.	9,11,600	40,90,370

	AS at 31.03.2021	AS at 31.03.2020		
21 OTHER EXPENSES				
Advertisement Expenses	67,725	67,590		
Bad Debts	4,19,974	7,62,393		
Audit fee	50,000	60,000		
Listing Fees	6,61,968	6,45,266		
Consultancy Charges	3,80,488	3,10,055		
Demat Charges		2,328		
Postages Expenses		10,043		
Stationery & Printing Expenses	28,796	78,535		
Travelling Expenses		7,069		
ROC Filing Fees	26,400	9,600		
Repairs & Maintenance		1,421		
Insurance Expenses	64,782	78,414		
Telephone Expenses	13,239	4,690		
Loss on sale of Securities		1,70,755		
Web expenses		8,896		
Provision on Current Investment		7,97,065		
Other Expenses		849		
Interest	8,659	1,723		
Total Rs.	17,22,031	30,16,691		
21.1 Details of Auditor's Remuneration				
Statutory Audit Fee*	50,000	50,000		
Tax Audit fee*	-	10,000		
Total Rs.	50,000	60,000		
* Excluding Service Tax/GST				
22 EARNINGS PER SHARE (EPS)	2020-21	2019-20		
i) Net Profit after tax attributable to Equity Shareholders (Rs.)	44,19,744	14,19,793		
ii) Weighted Average number of equity shares used as denominator for calculating EPS	8,25,00,000	8,25,00,000		
iii) Basic and Diluted Earnings per share	0.05	0.02		
iii) Nominal value of an equity share	1.00	1.00		
23 Loans & Advances are subject to confirmation.				
24 During the year company has complied with the guidelines issued by the Reserve Bank of India in respect of prudential Norms for Income recognition and Provisioning for Non Performing Assets.				
25 Assets classification & Provision there on: -				
	2020-21		2019-20	
	Classification	Provision	Classification	Provision
Standard Assets	11,98,11,610	3,21,997	12,23,32,774	3,21,997
Substandard Assets	2,83,47,469	9,84,555	2,83,47,469	9,84,555
Doubtful Assets	-	-	-	-
Loss Assets	-	-	-	-
Total	14,81,59,079	13,06,552	15,06,80,243	13,06,552

- 26 Additional information pursuant to provisions of paragraph 5 of schedule III of the Companies Act, 2013.
Expenditure incurred in CIF Value of Imports of Capital Goods - Nil
Expenditure incurred in foreign currency during the year - Nil
- 27 Retirement Benefits: Indian Accounting Standard - 19 "Employees Benefits" not applicable
- 28 Contingent Liabilities: NIL
- 29 As per the definition of Business Segment and Geographical Segment contained in Indian Accounting Standard 108 "Segment Reporting", the management is of the opinion that the Company's operation comprise of operating in Primary and Secondary market and incidental activities thereto, there is neither more than one reportable business segment nor more than one reportable geographical segment, and, therefore, segment information as per Accounting Standard 108 is not required to be disclosed.
- 30 Details of amounts due to Micro, Small and Medium Enterprise under the head current liabilities, based on the information available with the Company and relied upon by the auditors- Nil (Previous Year – Nil).
- 31 In the opinion of the management, all current assets, loans and advances would be realizable at least an amount equal to the amount at which they are stated in the Balance Sheet. Also there is no impairment of fixed assets.
- 32 **RELATED PARTY (As per Indian Accounting Standard 24 - "Related Party Disclosures")**
(i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Nature of relationship	Name of the related party
Key Management Personnel (KMP)	Vijay Kothari (Managing Director)
	Ms. Stuti Sinha (Company Secretary)
	Siddhant Sharma (Chief Financial Officer)
Wholly Owned Subsidiary	M/s Viji Housing Finance Limited

* S.L. Developers Pvt. Ltd. ceased to be a wholly owned subsidiary company w.e.f. 25.03.2021.

(ii) Disclosure in Respect of Related Party Transactions during the year :

Particulars	Relationship	FY 20-21	FY 19-20
Remuneration Paid			
Vijay Kothari	KMP(MD)	-	29,50,000
Ms. Stuti Sinha	KMP(CS)	3,14,600	3,45,661
Siddhant Sharma	KMP(CFO)	3,00,000	3,51,290
Total		6,14,600	36,46,951
Unsecured Loan Outstanding (Outstanding as on 31-March)			
Vijay Kothari	KMP	3,28,64,344	3,57,27,006
Total		3,28,64,344	3,57,27,006
During the year Transaction	FY 20-21	FY 19-20	
Particulars	Loan Repaid during the year	Loan Taken during the year	Loan Repaid during the year
Vijay Kothari (KMP)	58,10,290	29,47,628	1,25,82,111
Advances Given (Outstanding as on 31-March)			
		FY 20-21	FY 19-20
M/s S. L. Developers Pvt Ltd	Wholly Owned Subsidiary	-	4,637.00
Total		-	4,637.00

Investment (Outstanding as on 31-March)		FY 20-21	FY 19-20
M/s S. L. Developers Pvt Ltd	Wholly Owned Subsidiary		3,00,000
M/s Viji Housing Finance Ltd.	Wholly Owned Subsidiary	10,00,000	10,00,000
Total		10,00,000	13,00,000

Note: * S.L. Developers Pvt. Ltd. ceased to be a wholly owned subsidiary company w.e.f. 25.03.2021.

33. Impact of COVID-19

The impact of COVID-19 on the economy continues to be uncertain and the extent to which the ongoing COVID-19 pandemic will impact the Company's financial performance including the Company's estimates of impairment of loans, is dependent on such future developments, the severity and duration of the pandemic, which cannot be predicted with any degree of certainty. The impact assessment of COVID-19 is a continuing process given its uncertainty in nature and duration, this may have Corresponding impact in the financial position. The Company will continue to monitor any material changes to the future economic conditions. Although it was difficult to manage the debt servicing and to sustain the operations of company during the outbreak, our Company responded swiftly to the COVID-19 outbreak by adopting various measures to ensure the smooth operations of the company.

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

As per our report of even date

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

For Shyam Nagori & Company

Chartered Accountants
FRN: 004573C

Suresh Singh Jain
Director
DIN : 03584190

Vijay Kothari
Managing Director
DIN : 00172878

Shyam Kumar Nagori
Proprietor
Membership No. 073609
PAN : AAPPN8116P
UDIN: 21073609AAAAFN4174
30 June 2021, Indore

Stuti Sinha
Company Secretary
Membership No. A42371

Siddhant Sharma
Chief Financial Officer

Independent Auditors' Report on the Consolidated Ind AS Financial Statements

To The Members of VIJI FINANCE LIMITED

Report on the Audit of Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying Consolidated Ind AS financial statements of **VIJI FINANCE LIMITED** ('the Company'), which comprise the Balance sheet as at 31st March 2021, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2021, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for opinion

We conducted our audit of the Consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's responsibilities for the audit of the Consolidated Ind AS financial statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS financial statements.

Emphasis of matter

As more fully described in Notes 33 to the Consolidated financial statements, the extent to which the on-going COVID-19 pandemic will have impact on the Company's financial performance including the Company's estimates of impairment of loans, are dependent on future developments, the severity and duration of the pandemic, which cannot be predicted with certainty. The Company has considered the context of the pandemic in applying the assumptions used to determine the expected credit losses on loans. The impact assessment of COVID-19 is a continuing process. The Company will continue to monitor any material changes to the future economic conditions.

Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind AS financial statements for the financial year ended 31st March 2021. These matters were addressed in the context of our audit of the Consolidated AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Ind AS financial statements.

How our audit addressed the key audit matters

Impairment of financial assets as at balance sheet date (expected credit losses)

Ind AS 109 requires the Company to provide for impairment of its loan receivables (designated at amortized cost and fair value through other comprehensive income) using the expected credit loss (ECL) approach. ECL involves an estimation of probability weighted loss on financial instruments over their life, considering reasonable and supportable information about past events, current conditions, and forecasts of future economic conditions which could impact the credit quality of the Company's loans and advances.

In the process, a significant degree of judgment has been applied by the Management for:

- Staging of loans [i.e. classification in 'significant increase in credit risk' ('SICR') and 'default' categories];
- Grouping of borrowers based on homogeneity by using appropriate statistical techniques;
- Estimation of behavioral life;
- Determining macro-economic factors impacting credit quality of receivables;
- Estimation of losses for loan products with no/minimal historical defaults.

Additional considerations on account of COVID-19

The effect of continuing COVID-19 Pandemic in the economy and particularly in the financial services sector including NBFCs has been significant. As we step into the next financial year, we have been hit by the second wave of the pandemic and it is uncertain what impact it would leave on the economy and the performance of the various sectors including NBFC. Although it was difficult to manage the debt servicing and to sustain the operations of company during the outbreak, our Company responded swiftly to the COVID-19 outbreak by adopting various measures to ensure the smooth operations of the company.

In view of the high degree of Management's judgment involved in estimation of Expected Credit Losses, if any accentuated by the COVID-19 pandemic, it is a key audit matter.

IT systems and controls

Financial accounting and reporting processes, especially in the financial services sector, are fundamentally reliant on IT systems and IT controls to process significant transaction volumes, hence we identified IT systems and controls over financial reporting as a key audit matter for the Company.

- Automated accounting procedures and IT environment controls, which include IT governance, general IT controls over program development and changes, access to programs and data and IT operations, are required to be designed and to operate effectively to ensure reliable financial reporting.
- Read and assessed the Company's accounting policies for impairment of financial assets and their compliance with Ind AS 109 and the governance framework approved by the Board of Directors pursuant to Reserve Bank of India guidelines issued on 13 March 2020.
- Read and assessed the Company's policy with respect to moratorium pursuant to the RBI circular and tested the implementation of such policy on a sample basis.
- Evaluated the reasonableness of the Management estimates by understanding the process of ECL estimation and related assumptions and tested the controls around data extraction and validation.
- Assessed the criteria for staging of loans based on their past-due status to check compliance with requirement of Ind AS 109. Tested a sample of performing (stage 1) loans to assess whether any SICR or loss indicators were present requiring them to be classified under stage 2 or 3.
- Assessed the additional considerations applied by the Management for staging of loans as SICR or default categories in view of Company's policy on moratorium.
- Tested the ECL model, including assumptions and underlying computation. Assessed the floor/minimum rates of provisioning

applied by the Company for loan products with inadequate historical defaults.

- Tested assumptions used by the Management in determining the overlay for macro-economic factors (including COVID-19 pandemic).
- Assessed disclosures included in the Consolidated Ind AS financial statements in respect of expected credit losses including the specific disclosures made with regards to the impact of COVID-19 on ECL estimation.
- We tested the design and operating effectiveness of the Company's IT access controls over the information systems that are important to financial reporting and various interfaces, configuration and other identified application controls.
- We tested IT general controls (logical access, changes management and aspects of IT operational controls). These included testing requests for access to systems were reviewed and authorised.
- We tested the Company's periodic review of access rights. We also tested requests of changes to systems for approval and authorisation.
- In addition to the above, we tested the design and operating effectiveness of certain automated controls that were considered as key internal controls over financial reporting.

Other information

The other information comprises the information included in the Annual report but does not include the Consolidated Ind AS financial statements and our auditor's report thereon. The Company's Board of Directors is responsible for the other information.

Our opinion on the Consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the Consolidated Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Ind AS financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
4. Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS financial statements for the financial year ended 31st March 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

1. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) on the basis of the written representations received from the directors as on 31st March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2021 from being appointed as a director in terms of section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these consolidated Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in 'Annexure 1' to this report;
 - g) According to the information and explanation given to us and based on our examination of the records of the company, the company has not paid/provided for managerial remuneration.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - a) The Company has no pending litigations on its financial position in its consolidated Ind AS financial statements;
 - b) The Company do not have any long term contracts including derivative contracts to the consolidate Ind AS financial statements;
 - c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For SHYAMNAGORI & COMPANY
Chartered Accountants
ICAI Firm registration number: 004573C

Shyam Kumar Nagori
Proprietor
Membership number: 073609
UDIN-21073609AAAAFO8234

Place: Indore
Date: June 30th, 2021

Annexure “1” to Independent Auditors’ Report

(Referred to in our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Viji Finance Limited (“the Company”) as at March 31, 2021 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting with reference to these consolidated Ind AS financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A Company’s internal financial control over financial reporting with reference to these consolidated Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting with reference to these consolidated Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of Management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the Consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements and such Internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements were operating effectively as at March 31, 2021 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SHYAMNAGORI & COMPANY

Chartered Accountants

ICAI Firm registration number: 004573C

Shyam Kumar Nagori

Proprietor

Membership number: 073609

UDIN-21073609AAAAFO8234

Place: Indore

Date: June 30th, 2021

ANNEXTURE TO THE AUDITORS REPORT OF EVEN DATED OF VIJI FINANCE LIMITED, INDORE ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2021.

1. The Company has obtained registration under section 45IA of the Reserve Bank of India Act, 1934 vide certificate no. 03-00080 Dt. 29th October, 1998.
2. The Board of Directors of the Company has passed a resolution for not holding any public deposit as on date as well as non-acceptance of any public deposit in future without obtaining written prior permission from the Reserve Bank of India.
3. The Company has not accepted any public deposit during the financial year ended on 31st March, 2021.
4. The Company has complied with the prudential norms relating to income recognition, accounting standards and assets classification as applicable to it, subject to Notes to the accounts.
5. Necessary provision, if any has been made for all bad and doubtful debts during the year ending 31st March, 2021.

AS PER OUR REPORT OF EVEN DATE

For SHYAM NAGORI & COMPANY
Chartered Accountants
ICAI Firm registration number: 004573C

Shyam Kumar Nagori
Proprietor
Membership number: 073609
UDIN-21073609AAAAFO8234

Place: Indore
Date: June 30th, 2021

M/S VIJI FINANCE LIMITED
 11/2, USHA GANJ, JAORA COMPOUND, INDORE-452001 (MP)
 CIN : L65192MP1994PLC008715
CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2021

(Amount in Rs.)

Particulars	Notes	AS at 31.03.2021	AS at 31.03.2020
ASSETS			
1 Financial Assets			
(a) Cash and cash equivalents	2	56,73,335	22,99,424
(b) Bank Balance other than (a) above	3	3,48,722	5,46,332
(c) Derivative financial instruments			
(d) Receivables			
(I) Trade Receivables	4	3,00,000	3,25,000
(II) Other Receivables			
(e) Loans	5	14,81,59,079	15,29,87,243
(f) Investments	6	5,27,941	2,87,616
(g) Other Financial assets (to be specified)	7	4,73,126	10,45,903
2 Non-financial Assets			
(a) Inventories			
(b) Current tax assets (Net)			
(c) Deferred tax Assets (Net)	8	97,064	1,40,635
(d) Property, Plant and Equipment	9	18,62,420	23,51,334
(e) Capital work-in-progress			
(f) Intangible assets			
(g) Other non-financial assets (to be specified)			
Total Assets		15,74,41,687	15,99,83,487
LIABILITIES AND EQUITY			
LIABILITIES			
1 Financial Liabilities			
(a) Derivative financial instruments			
(b) Payables			
(I) Trade Payables			
(II) Other Payables	10	41,86,605	49,95,161
(c) Debt Securities			
(d) Borrowings (Other than Debt Securities)	11	3,55,15,168	4,30,04,287
(e) Deposits			
(f) Subordinated Liabilities			
(g) Other financial liabilities (to be specified)			

M/S VIJI FINANCE LIMITED
 11/2, USHA GANJ, JAORA COMPOUND, INDORE-452001 (MP)
 CIN : L65192MP1994PLC008715
CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2021

(Amount in Rs.)

Particulars	Notes	AS at 31.03.2021	AS at 31.03.2020
2 Non-Financial Liabilities			
(a) Current tax liabilities (Net)	12	15,45,294	5,06,596
(b) Provisions	13	45,53,946	58,56,030
(c) Deferred tax liabilities (Net)			
(d) Other non-financial liabilities(to be specified)			
3 EQUITY			
(a) Equity Share capital	14	8,25,00,000	8,25,00,000
(b) Other Equity	15	2,91,40,674	2,31,21,413
Total Liabilities and Equity		15,74,41,687	15,99,83,487
Significant Accounting Policies	1		
Notes on Financial Statements	2-34		

As per our report of even date

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

For Shyam Nagori & Company

Chartered Accountants

FRN: 004573C

Suresh Singh Jain

Director

DIN : 03584190

Vijay Kothari

Managing Director

DIN : 00172878

Shyam Kumar Nagori

Proprietor

Membership No. 073609

PAN : AAPPN8116P

UDIN: 21073609AAAAFO8234

Stuti Sinha

Company Secretary

Membership No. A42371

Siddhant Sharma

Chief Financial Officer

30 June 2021, Indore

M/S VIJI FINANCE LIMITED
11/2, USHA GANJ, JAORA COMPOUND, INDORE-452001 (MP)
CIN : L65192MP1994PLC008715

CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2021
(Amount in Rs.)

PARTICULARS	Notes	Current Year 31.03.2021	Previous Year 31.03.2020
Revenue from Operations			
(i) Interest Income	16	92,04,169	96,36,564
(ii) Dividend Income			
(iii) Rental Income			
(iv) Fees and commission Income	17		2,54,237
(v) Net gain on fair value changes			
(vi) Net gain on derecognition of financial instruments under amortised cost category			
(vii) Sale of products(including Excise Duty)			-
(viii) Sale of services			-
(ix) Others (to be specified)			
(I) Total Revenue from operations		92,04,169	98,90,801
(II) Other Income (to be specified)	18	2,40,325	1,03,328
(III) Total Income (I+II)		94,44,494	99,94,129
Expenses			
(i) Finance Costs	19	3,86,512	3,23,662
(ii) Fees and commission expense			-
(iii) Net loss on fair value changes			-
(iv) Employee Benefits Expenses	20	9,11,600	41,70,370
(v) Depreciation, amortization and impairment	9	488914	513865
(vi) Others expenses (to be specified)	21	17,33,231	30,62,257
(vii) Total Expenses (IV-VII)		35,20,257	80,70,154
(viii) Profit / (loss) before exceptional items and tax (III-IV)		59,24,237	19,23,975
(ix) Exceptional items			
(x) Profit/(loss) before tax (VIII -IX)		59,24,237	19,23,975
(xi) Tax Expense:			
(1) Current Tax		1545294	5,06,596
(2) Earlier year Tax			
(3) Deferred Tax		-86772	86,348
(xii) Profit / (loss) for the period from continuing operations(X-XI)		44,65,715	13,31,031
Profit/(loss) from discontinued operations			
Tax Expense of discontinued operations			
Profit/(loss) from discontinued operations(After tax) (X-XI)			
Profit/(loss) for the period (IX+XII)		44,65,715	13,31,031
Other Comprehensive Income			
Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and other Comprehensive Income for the period)		44,65,715	13,31,031

(Amount in Rs.)

PARTICULARS	Notes	Current Year 31.03.2021	Previous Year 31.03.2020
Earnings per equity share (for continuing operations)	22		
Basic (Rs.)		0.05	0.02
Diluted (Rs.)		0.05	0.02

As per our report of even date

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

For Shyam Nagori & CompanyChartered Accountants
FRN: 004573C**Suresh Singh Jain**
Director
DIN : 03584190**Vijay Kothari**
Managing Director
DIN : 00172878**Shyam Kumar Nagori**
Proprietor
Membership No. 073609
PAN : AAPPN8116P
UDIN-21073609AAAAFO8234**Stuti Sinha**
Company Secretary
Membership No. A42371**Siddhant Sharma**
Chief Financial Officer

30 June 2021, Indore

M/S VIJI FINANCE LIMITED
11/2, USHA GANJ, JAORA COMPOUND, INDORE-452001 (MP)
CIN : L65192MP1994PLC008715
CONSOLIDATED CASH FLOW STATEMENT

(Amount in Rs.)

Particulars	Year ended 31 March 2021		Year ended 31 March, 2020	
A) CASH FLOW FROM OPERATING ACTIVITIES				
Profit before exceptional items and taxes	59,24,237		19,23,975	
Adjustments to reconcile profit before tax to net cash flows:				
Add: Non-cash expenses				
Depreciation, amortization and impairment	4,88,914		5,13,865	
Bad debts and write offs				
Share based payments to employees				
		64,13,151		24,37,840
Less: Income considered separately				
Interest income on investments				
Dividend income				
Net gain on derecognition of property, plant and equipment				
Net gain / (loss) on sale of investments			(,170,755)	
		64,13,151		26,08,595
Operating profit before working capital changes				
Changes in -				
Loans	25,21,675		(1,23,30,826)	
Trade receivables	25,000		23,34,478	
Interest accrued on other deposits				
Other financial assets	5,76,903		2,42,984	
Other financial liabilities	(7,23,405)		1,67,286	
Other non-financial assets				
Trade Payables				
Other non-financial liabilities				
Derivative financial instruments				
Provisions	(15,66,234)		24,12,228	
Cash used in operations		72,47,090		(45,65,255)
Income taxes paid (net of refunds)				(310)
NET CASH USED IN OPERATING ACTIVITIES (A)		72,47,090		45,65,565
B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, plant and equipment and intangible assets			(1,54,216)	
Proceeds from sale of Property, plant and equipment				
Purchase of investments at FVTPL				
Proceeds from sale of investments at FVTPL			17,21,820	
Purchase of investments at cost				
Proceeds from / (Investments in) term deposits with banks (net)				
Dividend income received				
Interest income received on investments				
Change in Earmarked balances with banks	(1,97,610)			
NET CASH GENERATED FROM / (USED IN) INVESTING ACTIVITIES (B)		(1,97,610)		15,67,604
C) CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issue of Equity shares (net of issue expenses)				
Expenses incurred on issuance of Non-convertible debentures				
Proceeds from borrowings through Debt Securities				
Repayment of borrowings through Debt Securities				
Proceeds from Borrowings (Other than Debt Securities)			36,04,872	
Repayment of Borrowings (Other than Debt Securities)	(29,84,224)			
Increase / (decrease) in Fixed deposits (net)				
Payments for principal portion of lease liability				
Dividend paid (including tax on dividend)				
NET CASH GENERATED FROM FINANCING ACTIVITIES (C)		(29,84,224)		36,04,872
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)		40,65,256		6,06,911
Cash and Cash Equivalents at the beginning of the year		19,56,801		22,38,845
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		60,22,057		28,45,756

As per our report of even date

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

For Shyam Nagori & Company

Chartered Accountants

FRN: 004573C

Shyam Kumar Nagori

Proprietor

Membership No. 073609

PAN : AAPPN8116P

UDIN-21073609AAAAFO8234

30 June 2021, Indore

Suresh Singh Jain

Director

DIN : 03584190

Stuti Sinha

Company Secretary

Membership No. A42371

Vijay Kothari

Managing Director

DIN : 00172878

Siddhant Sharma

Chief Financial Officer

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION**NOTE 1: CORPORATE INFORMATION**

Viji Finance Limited ("VFL" or 'the Company') is a public limited company and incorporated on 12th October 1994 having (CIN: L65192MP1994PLC008715) under the provisions of Companies Act. The shares of the Company got listed at BSE Limited and National Stock Exchange of India Limited on 21st March, 2014 and 11th July, 2016 respectively.

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

The Company is a Non-Banking Financial Company (NBFC) engaged in providing financial services. The Company is registered as a Non-Systemically Important Non Deposit Accepting NBFC as defined under Section 45 IA of the Reserve Bank of India ('RBI Act, 1934 with effect from 29th October 1998).

STATEMENT OF COMPLIANCE

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

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these Financial Statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1. Basis for Preparation**(i) Compliance with Ind AS**

The financial statements of the Company comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. Any application guidance/clarifications/directions issued by RBI or other regulators are implemented as and when they are issued applicable.

The financial statements up to and including the year ended 31 March 2019 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) under the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended), and other generally accepted accounting principles in India (collectively referred to as "Indian GAAP" or "Previous GAAP") and prudential norms for Income recognition, assets classification and provisioning for non-performing assets as well as contingency provision for standard assets as prescribed by The Reserve Bank of India (RBI) for NBFCs.

The financial statements have been prepared using the significant accounting policies and measurement bases summarized as below. These accounting policies have been applied consistently over all the periods presented in these financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to Ind AS.

(ii) Historical Cost Convention

The financial statements have been prepared on a historical cost basis.

(iii) Functional & Presentation Currency

These financial statements are presented in Indian Rupees (INR) which is also the Company's functional currency.

(iv) Preparation of financial statements

The Company is covered in the definition of Non-Banking Financial Company as defined in Companies (Indian Accounting Standards) (Amendment) Rules, 2015. As per the format prescribed under Division III of Schedule III to the Companies Act, 2013 on 11 October 2018, the Company presents the Balance Sheet, the Statement of Profit and Loss, Cash Flow Statement and the Statement of Changes in Equity in the order of liquidity. A maturity analysis of recovery or settlement of assets and liabilities within 12 months after the reporting date and more than 12 months after the reporting date is presented.

(v) Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires management to make estimates, judgments, and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of financial statements and the reported amounts of revenue and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognized in the period in which the Company becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods. The estimates and judgments that have significant impact on carrying amount of assets and

liabilities at each balance sheet date are discussed.

2.2. Revenue recognition

The Company recognizes revenue from contracts with customers based on a five step model asset out in Ind AS 115, Revenue from contracts with customers, to determine when to recognize revenue and at what amount. Revenue is measured based on the consideration specified in the contract with a customer. Revenue from contracts with customers is recognised when services are provided and it is highly probable that a significant reversal of revenue is not expected to occur.

Revenue is measured at fair value of the consideration received or receivable. Revenue is recognized when (or as) the Company satisfies a performance obligation by transferring a promised service (i.e. an asset) to a customer. An asset is transferred when (or as) [he customer obtains control of that asset.

When (or as) a performance obligation is satisfied, the Company recognizes as revenue the amount of the transaction price (excluding estimates of variable consideration) that is allocated to that performance obligation.

The Company applies the five-step approach for recognition of revenue:

- Identification of contract {s} with customers;
- Identification of the separate performance obligations in the contract;
- Determination of transaction price;
- Allocation of transaction price to the separate performance obligations; and
- Recognition of revenue when (or as) each performance obligation is satisfied.

(i) Interest income

Interest income is recognized on actual basis in Statement of profit and loss for all financial instruments measured at amortized cost.

(ii) Fee and commission income

Fee based income on loan transactions are recognized when they become measurable and when it is probable to expect their ultimate collection.

2.3. Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Current Tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred Tax

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only If It Is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

2.4. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial Institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.5. Financial instruments

Initial recognition and measurement:

Financial assets and financial liabilities are recognized when the entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised Immediately in profit or loss.

Fair value of financial instruments:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed.

Financial assets

(i) Classification and subsequent measurement

All recognised financial assets are subsequently measured at either amortised cost or fair value depending on their respective classification.

On initial recognition, a financial asset is classified as- measured at:

- Fair value through profit or loss (FVTPL);
- Fair value through other comprehensive income (FVOCI); or
- Amortized cost.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

Financial assets at amortized cost are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by Impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain and loss on de-recognition is recognized in profit or loss.

Financial assets at FVTPL are subsequently measured at fair value. Interest Income is recognised using the effective interest (EIR) method. The impairment losses, if any, are recognized through statement of Profit and loss.

The loss allowance is recognized does not reduce the carrying value of the financial asset. On de-recognition, gains and losses accumulated In OCI are reclassified to the Statement of Profit and Loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any Interest or dividend income, are recognized in profit or loss.

(ii) Impairment

The Company recognizes impairment allowances using Expected Credit Losses ("ECL") method on all the financial assets that are not measured at FVPTL:

ECL are probability weighted estimate of credit losses. For ECL all financial loans are classified as follows:

- Stage 1: Financials assets that are not credit Impaired.
- Stage 2: Financials assets with significant increase in credit risk.
- Stage 3: Financials assets that are credit impaired.

Financial assets are written off/ fully provided for when there is no reasonable of recovering a financial asset in its entirety or a portion thereof.

However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised In the Statement of Profit and Loss.

(iii) Derecognition

A financial asset is derecognized only when:

The Company has transferred the rights to receive cash flows from the financial asset or retains the contractual rights

to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Financial Liabilities

(i) Initial recognition and measurement

Financial liabilities are classified at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on de-recognition is also recognized in Statement of Profit or loss.

(ii) Subsequent measurement

Financial liabilities carried at fair value through profit or loss is measured at fair value with all changes in fair value recognized in the Statement of Profit and loss.

(iii) De-recognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

2.6. Leases

The company does not have any lease assets.

2.7. Property, plant and equipment

Property, plant and equipment are stated at cost of acquisition less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition and installation of the assets.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Transition to Ind-AS

On transition to Ind-AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 01, 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the Written down method to allocate their cost, net of their residual values, over their estimated useful life prescribed under Schedule II to the Companies Act, 2013. The Company provides pro-rata depreciation from the date of installation till date the assets are sold or disposed.

De-recognition:

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognized in the statement of profit and loss when the asset is derecognized.

2.8. Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount of asset is the higher of its fair value or value in use. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects the current market assessment of time value of money and the risks specific to it. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. All assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist. An impairment loss is reversed if there has been a change

in estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the assets carrying amount would have been determined, net of depreciation or amortization, had no Impairment loss been recognised.

2.9. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.10. Segment reporting

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

2.11. Provisions and contingencies

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the reporting date.

Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Expected future operating losses are not provided.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

2.12. Earnings per share (Ind As 33)

a) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit for the period (excluding other comprehensive income) attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus element in equity shares issued during the year.

b) Diluted earnings per share

Diluted earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of shares outstanding during the period as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

2.13. Rounding of amounts

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

2.14. Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

2.15. Risk Management

While risk is inherent in the Company's activities, it is managed through an integrated risk management framework, including ongoing identification, measurement and monitoring, subject to risk limits and other controls.

The Board of Directors are responsible for the overall risk management approach and for approving the risk management strategies and principles.

Credit risk

The company manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties and industry concentrations, and by monitoring exposures in relation to such limits.

NOTE 3: KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires management to make judgments. Estimates and assumption in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on ongoing basis. Any changes to accounting estimates are recognized prospectively. Information about critical judgments in applying accounting policies, as well as estimates and

assumptions that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

- a) **Provision and contingent liability:** On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.
- b) **Allowance for impairment of financial asset:** Judgments are required in assessing the recoverability of overdue loans and determining whether a provision against those loans is required. factors considered include the aging of past dues, value of collateral and any possible actions that can be taken to mitigate the risk of non-payment.
- c) **Recognition of deferred tax assets:** Deferred tax assets are recognized for unused tax-loss carry forwards, deductible temporary differences and unused tax credits to the extent that realization of the related tax benefit is probable. The assessment of the probability with regard to the realization of the tax benefit involves assumptions based on the history of the entity and budgeted data for the future.
- d) **Property, plant and equipment:** Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values as per schedule II of the Companies Act, 2013 or are based on the Company's historical experience with similar assets and taking into account anticipated technological changes, whichever is more appropriate.
- e) **Fair Value Measurement:** Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique. In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as explained below:
 - **Level 1**
Units held in mutual funds are measured based on their published net asset value (NAV), taking into account redemption and/or other restrictions. Treasury bills are valued based on market quotes.
 - **Level 2**
Fair value of debt securities, borrowings other than debt securities and subordinated liabilities have estimated by discounting expected future cash flows discounting rate near to report date based on comparable rate / market observable data.
 - **Level 3**
Fair value of loans have estimated by discounting expected future cash flows using discount rate equal to the rate near to the reporting date of the comparable product. Unquoted equity shares are measured at fair value using suitable valuation models viz., net asset value technique.

PARTICULARS		AS at 31.03.2021	AS at 31.03.2020
2	<u>CASH AND CASH EQUIVALENTS</u>		
	Cash In Hand	5337582.5	2148455
	Balances With Scheduled Banks :	335752.5	1,50,969
	Cheques, drafts on hand	-	-
	Others (specify nature)	-	-
	Total Rs.	56,73,335	22,99,424
3	<u>BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS</u>	AS at 31.03.2021	AS at 31.03.2020
	Balance with Banks in Earmarked Account:		
	- Earmarked Balance Dividend Account	348721.54	546332
	Total Rs.	348722	546332
4	<u>TRADE RECEIVABLES</u>	AS at 31.03.2021	AS at 31.03.2020
	RECEIVABLES CONSIDERED GOOD-SECURED	-	-
	RECEIVABLES CONSIDERED GOOD-UNSECURED	3,00,000	3,25,000
	Total Rs.	3,00,000	3,25,000
5	<u>LOANS</u>	AS at 31.03.2021	AS at 31.03.2020
	(A) At fair value through profit and loss		
	Margin funding and others	-	-
	Margin trade funding (MTF)	-	-
	Others (Business Advances)	148159079	152987243
	Loan to employees	-	-
	Less: Impairment loss allowance	-	-
	Total (A) Net	148159079	152987243
	(B) Secured / Unsecured		
	Secured by pledge of securities	-	-
	Unsecured	148159079	152987243
	Less: Impairment loss allowance	-	-
	Total (B) Net	148159079	152987243
	(C) Loans in India	148159079	152987243
	Other		
	Less: Impairment loss allowance		
	Total (C) Net	14,81,59,079	15,29,87,243
	Stage wise break up of loans		
	(i) Low credit risk (Stage 1)	14,81,59,079	15,29,87,243
	(ii) Significant increase in credit risk (Stage 2)		
	(ii) Credit impaired (Stage 3)		
	Total	14,81,59,079	15,29,87,243

PARTICULARS			AS at 31.03.2021	AS at 31.03.2020
6 INVESTMENTS				
At fair value through profit and loss				
In Alternate investment funds				
Total investments in AIF				
Equity instruments : Quoted, fully paid up				
Investment In Shares*				
Name of the Body Corporate	No. of Shares		AS at 31.03.2021	AS at 31.03.2020
	2020-2021	2019-2020		
i Choksi Laboratories Limited (face value Rs. 10)	2,000	2,000	15,600	8,900
ii Divya Jyoti Industries (face value Rs. 10)	500	500	0	3,975
iii Reliance Industries limited (face value Rs. 10)	20	20	10,141	10,141
iv. Soni Soya Product Ltd	54,000	54,000	5,02,200	2,64,600
Total (b)			5,27,941	2,87,616
* Market Value of quoted Equity Investment as on 31-Mar-2021 is Rs.558253 /- (Previous Year Rs 299880/-)				
* Current investments are valued at cost or market price whichever is lower				
TOTAL			5,27,941	2,87,616
Investment in India			5,27,941	2,87,616
Investment outside India			-	-
			AS at 31.03.2021	AS at 31.03.2020
7 OTHER FINANCIAL ASSETS				
TDS Receivable			4,53,126	10,25,903
Less: Impairment loss allowance				-
Net			4,53,126	10,25,903
Security Deposits			20,000	20,000
Less: Impairment loss allowance				-
Net			20,000	20,000
Total Rs.			4,73,126	10,45,903
			AS at 31.03.2021	AS at 31.03.2020
8 DEFERRED TAX ASSETS				
Provisions				
Unabsorbed business losses				
Unabsorbed depreciation			97,064	96636
Fair value loss/ (gain) on investments and other assets				
Other items				65172
Total			97064	161808

PARTICULARS	AS at 31.03.2021	AS at 31.03.2020
Deferred tax liabilities		
Fixed asset: Impact of difference between tax depreciation and depreciation/amortization charged for financial reporting period		21,173
Other adjustments		
Total		21,173
Net deferred tax assets	97,064	1,40,635
	AS at 31.03.2021	AS at 31.03.2020
10 PAYABLES		
Trade Payables		
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises:		
(a) Current Maturities of Long Term Debt		3,53,834
(b) Other Current Liability		3,58,150
(c) Creditors for Expenses	882702.5	6,84,818
(d) Service Tax Payable	162000	1,62,000
(e) Professional Tax Payable	21301	14,854
(f) TDS Payables	673611.1	6,74,318
(g) GST Payable	1980086.52	21,30,855
(h) Salary payable	118182	70,000
(i) Unpaid Dividend	348721.54	5,46,332
Total Rs.	41,86,605	49,95,161
<p>The details of amount outstanding to Micro, Small and Medium Enterprises defined under “ Micro, Small and Medium Enterprises Development Act, 2006”(as identified based on information available with the Company and relied upon by the Auditors is as under)</p> <p>Principal amount due and remaining unpaid</p> <p>Interest due on above and the unpaid interest</p> <p>Interest paid</p> <p>Payment made beyond the appointed day during the year</p> <p>Interest due and payable for the period of delay</p> <p>Interest accrued and remaining unpaid</p> <p>Amount of further interest remaining due and payable in succeeding years</p>		

M/S VIJI FINANCE LIMITED
11/2, USHA GANJ, JAORA COMPOUND, INDORE - 452001 (MP)
9. PROPERTY, PLANT AND EQUIPMENT

S.No.	Particulars	Gross Block			Accumulated Depreciation			Net Block	
		Balance as at 1st April 2020	Additions During the Period	Balance as at 31st March 2021	Balance as at 1st April 2020	Depreciation charge for the year	Balance as at 31st March 2021	Balance as at 31st March 2021	Balance as at 31st March 2020
Tangible Assets (Not Under Lease)									
1	Vehicle	3520414	-	3520414	1394113	418049	1812162	1708252	21,26,301
2	Computer	351804		351804	281674	49164	330838	20966	70,130
3	Office Equipment	249534		249534	123099	18376	141475	108059	1,26,435
4	Furniture & Fixture	35,000	-	35000	6,532	3325	9857	25143	28,468
	Total	41,56,752	-	41,56,752	18,05,418	4,88,914	22,94,332	18,62,420	23,51,334
	Previous year	40,60,035	96,717	41,56,752	12,91,553	5,13,865	18,05,481	23,51,334	27,68,482

PARTICULARS	AS at 31.03.2021	AS at 31.03.2020
11 <u>BORROWINGS (OTHER THAN DEBT SECURITIES)</u>		
At FAIR VALUE THROUGH PROFIT AND LOSS		
Term Loan		
From Banks : Secured by way of cash margin		
From Banks : Unsecured		
From Toyota Financial Services India Ltd. : Secured by way of hypothecation of a vehicle	540374	9,52,186
From financial institutions		
IFL Promoters Limited#	2033250	17,43,000
From Related Party(Unsecured)		
Vijay Kothari(Director)*	32941544	3,63,58,190
From Others(Unsecured)		
Herbs and Health Makers Limited		2,40,000
Panjon Pharma Limited		37,10,911
Total	3,55,15,168	4,30,04,287
Borrowings in India	3,55,15,168	4,30,04,287
Borrowings outside India		
Total	3,55,15,168	4,30,04,287
*Director has given consent for the interest free loan for the growth of the company		
# Secured loan against pledge of Equity Shares of Viji Finance Ltd. held by Mr. Vijay Kothari (Managing Director). Interest rate is 18% p.a.		
	AS at 31.03.2021	AS at 31.03.2020
12 <u>CURRENT TAX LIABILITY</u>		
Provision for Income Tax (net of Advance Tax & TDS)	15,45,294	5,06,596
Total Rs.	15,45,294	5,06,596
	AS at 31.03.2021	AS at 31.03.2020
13 <u>SHORT TERM PROVISIONS</u>		
Provision on Standard Assets	321997	3,21,997
Provision of loss on current investment	420445	4,20,445
Director Remuneration payable	1687500	16,87,500
Provision on Non Performing Assets	984555	9,84,555
Provision for Income Tax (net of Advance Tax & TDS)	1053549	23,70,783
Audit fee payable	85900	70,750
Total Rs.	45,53,946	58,56,030
	AS at 31.03.2021	AS at 31.03.2020
14 <u>EQUITY SHARE CAPITAL</u>		
AUTHORISED CAPITAL :		
11,00,00,000 Equity Shares of Rs. 1/- each	11,00,00,000	11,00,00,000
(Previous Year 11,00,00,000 Equity Shares of Rs. 1/- each)		
ISSUED, SUBSCRIBED, PAID UP CAPITAL :		
8,25,00,000 Equity Shares of Rs. 1 each fully paid up.	8,25,00,000	8,25,00,000
(Previous Year 8,25,00,000 Equity Shares of Rs. 1 each fully paid up)		
Total Rs.	8,25,00,000	8,25,00,000

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

Particulars	As at 31st March 2021		As at 31st March 2020	
	No. of Shares	Amount (in Rs.)	No. of Shares	Amount (in Rs.)
Equity Shares at the beginning of the year	8,25,00,000	8,25,00,000	8,25,00,000	8,25,00,000
Add : changes during the year				
Equity Shares at the end of the year	8,25,00,000	8,25,00,000	8,25,00,000	8,25,00,000

14.2 Details of Shareholders holding more than 5 % shares:

Name of Shareholder	As at 31st March 2021		As at 31st March 2020	
	No. of Shares	% held	No. of Shares	% held
Vijay Kothari	2,86,81,761	34.77%	29,941,761	36.29%
Shilpa Kothari	1,44,07,850	17.46%	1,44,07,850	17.46%

14.3 Terms/rights attached to equity shares:

The company has only one class of equity shares having a par value of Rs. 1 per share (31st March 2021: Rs. 1/- per share). Each holder of equity shares is entitled to one vote per share. The dividend, in case proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

14.4 Statement of changes in equity

Particulars	AS at 31.03.2021	AS at 31.03.2020
Balance at the beginning of the year	82,500,000	82,500,000
Changes in equity share capital during the year	-	-
Balance at the end of the year	82,500,000	82,500,000

15 OTHER EQUITY	Reserves and surplus			Other comprehensive income
	Securities premium	General reserve	Reserve fund as per RBI	
Balance as at 31 March 2020	-	13,581,596	9,539,817	-
Add:- Losses of previously held subsidiary company	-	15,53,545	-	-
Profit after tax	-	44,65,715	-	-
Other comprehensive income	-	-	-	-
		19,600,857	9,539,817	
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	-	(883,949)	883,949	-
Share based payment to employees - for the year	-			-
Received on allotment of shares to Trust for employees pursuant to ESOP scheme	-			-
Transfer on allotment of shares to employees pursuant to ESOP scheme	-			-

Transfer on cancellation of stock options	-			-
Add: Premium on equity shares held in Trust for employees under the ESOP scheme as at 31 March 2020	-			-
Less: Premium on equity shares held in Trust for employees under the ESOP scheme as at 31 March 2021	-			-
Balance as at 31 March 2021	-	18,716,908	10,423,766	-

15.1 Statutory Reserve :Statutory Reserve represents the Reserve Fund created under Section 45 IC of the Reserve Bank of India Act, 1934. An amount of Rs. 8,83,949/- representing 20% of Net Profit is transferred to the Fund for the year (Previous Year: Rs. 2,83,959/-). No appropriation was made from the Reserve Fund during the year.

Note S.L. Developers Pvt. Ltd. ceased to be wholly owned subsidiary company w.e.f. 25.03.2021

	AS at 31.03.2021	AS at 31.03.2020
16 <u>INTEREST INCOME</u> On financial assets measured at fair value through profit and loss		
Financial Commission	-	-
Interest on loan and advances to customers	92,04,169	96,36,564
Other interest income	-	-
Total Rs.	92,04,169	96,36,564

	AS at 31.03.2021	AS at 31.03.2020
17 <u>FEES AND COMMISSION INCOME</u>		
Financial Commission	-	2,54,237
Income from consultancy	-	-
Total Rs.	-	2,54,237

	AS at 31.03.2021	AS at 31.03.2020
18 <u>OTHER INCOME</u>		
Profit on revaluation of investment	240325	-
Contract receipt	-	98,200
Other Income	-	5,128
Total Rs.	2,40,325	1,03,328

	AS at 31.03.2021	AS at 31.03.2020
19 <u>FINANCE COST</u>		
Interest on Loans	370982	1,35,000
Bank Charges	15530	11,412
Interest on TDS	-	270
Interest On car Loans	-	1,76,980
Processing Fees	-	-
Total Rs.	3,86,512	3,23,662

	AS at 31.03.2021	AS at 31.03.2020
20 EMPLOYEE BENEFIT EXPENSES		
Salary & Incentive	911600	12,20,370
Director Remuneration		29,50,000
Total Rs.	9,11,600	41,70,370
	AS at 31.03.2021	AS at 31.03.2020
21 OTHER EXPENSES		
Advertisement Expenses	67725	67,590
Bad Debts	419973.98	7,73,142
Audit fee	55900	60,000
Listing Fees	661968	6,45,266
Consultancy Charges	380488	3,22,555
Demat Charges	-	2,328
Postages Expenses	-	10,043
Stationery & Printing Expenses	28796	78,535
Travelling Expenses	-	7,069
ROC Filing Fees	31700	18,000
Repairs & Maintenance	-	1,421
Insurance Expenses	64782	78,414
Telephone Expenses	13239	4,690
Loss on sale of Securities	-	1,70,755
Web expenses	-	8,896
Provision on Current Investment	-	7,97,065
Other Expenses	-	849
Interest & Penalty	8659	2,323
Office Expenses	-	817
Development at Indore	-	12,500
Total Rs.	17,33,231	30,62,257
21.1 Details of Auditor's Remuneration		
	2020-21	2019-20
Statutory Audit Fee*	50,000	60,750
Tax Audit fee*	-	10,000
Total Rs.	50,000	70,750
* Excluding Service Tax/GST		
22 EARNINGS PER SHARE (EPS)	2020-21	2019-20
i) Net Profit after tax attributable to Equity Shareholders (Rs.)	44,65,715	13,31,031
ii) Weighted Average number of equity shares used as denominator for calculating EPS	8,25,00,000	8,25,00,000
iii) Basic and Diluted Earnings per share	0.05	0.02
iii) Nominal value of an equity share	1.00	1.00
23 Loans & Advances are subject to confirmation.		
24 During the year company has complied with the guidelines issued by the Reserve Bank of India in respect of prudential Norms for Income recognition and Provisioning for Non Performing Assets.		
25 Assets classification & Provision there on: -		

Particulars	2020-21		2019-20	
	Classification	Provision	Classification	Provision
Standard Assets	11,98,11,610	3,21,997	12,23,32,774	3,21,997
Substandard Assets	2,83,47,469	9,84,555	2,83,47,469	9,84,555
Doubtful Assets	-	-	-	-
Loss Assets	-	-	-	-
Total	14,81,59,079	13,06,552	15,06,80,243	13,06,552

26 Additional information pursuant to provisions of paragraph 5 of schedule III of the Companies Act, 2013.

Expenditure incurred in foreign currency during the year Nil

CIF Value of Imports of Capital Goods Nil

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

28 Contingent Liabilities: NIL

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

Name of the Enterprises	Net Assets i.e. total assets minus total liabilities		Share in profit & loss	
	As % of consolidated net assets	Amount	As % of consolidated profit & Loss	Amount
Holding				
Viji Finance Limited	99.58%	11,21,70,600	100.44%	4419744
Wholly Owned Subsidiary				
Viji Housing Finance Limited	0.42%	4,70,073	-0.44%	(19,200)
Total	100%	112,640,673	100%	4,400,544

Note: S.L. Developers Pvt. Ltd. ceased to be wholly owned subsidiary company w.e.f. 25.03.2021

Statement relating to subsidiary companies (Part A):

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
	Viji Housing Finance Ltd	Viji Housing Finance Ltd
Shares held in company %	100%	100%
Capital	10,00,000	10,00,000
Reserve & Surplus	(5,29,927)	(3,80,380)
Total Assets	5,53,173	7,48,319
Total Liabilities	83,100	1,28,700
Total Income	-	-
Total Expenditure	19,200	24,469
Profit/(loss) before Taxation	(19,200)	(24,469)
Tax Expenses		
Profit/(loss) after Taxation	(19,200)	(24,469)
Proposed Dividend and Tax	-	-

Note:

- Subsidiary has common year end of March 31, 2021 and common accounting policies, hence no additional information under Section 129(3) read with rule 5 has been disclosed.
- S.L. Developers Pvt. Ltd. ceased to be wholly owned subsidiary company w.e.f. 25.03.2021

Statement relating to associate company (Part B): Not Applicable

- Details of amounts due to Micro, Small and Medium Enterprise under the head current liabilities, based on the information available with the Company and relied upon by the auditors- Nil (Previous Year – Nil).
- In the opinion of the management, all current assets, loans and advances would be realizable at least an amount equal to the amount at which they are stated in the Balance Sheet. Also there is no impairment of fixed assets.

32 RELATED PARTY (As per Indian Accounting Standard 24 - "Related Party Disclosures")**(i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:**

Nature of relationship	Name of the related party
Key Management Personnel (KMP)	Ms. Stuti Sinha (Company Secretary)
	Siddhant Sharma (Chief Financial Officer)
	Vijay Kothari (Managing Director)

(ii) Disclosure in Respect of Related Party Transactions during the year :

Particulars	Relationship	FY 20-21	FY 19-20	
Remuneration Paid				
Vijay Kothari	KMP(MD)	-	29,50,000	
Ms. Stuti Sinha	KMP(CS)	3,14,600	3,45,661	
Siddhant Sharma	KMP(CFO)	3,00,000	3,51,290	
Total		6,14,600	36,46,951	
Unsecured Loan Outstanding (Outstanding as on 31-March)				
Vijay Kothari	KMP (MD)	3,29,41,544	3,63,58,190	
Total		3,29,41,544	3,63,58,190	
During the year Transaction				
	FY 2020-21		FY 2019-20	
Particulars	Loan Repaid during the year	Loan Taken during the year	Loan Repaid during the year	Loan Taken during the year
Vijay Kothari	58,10,290	29,47,628	12,592,912	16,432,000

33 Impact of COVID-19

The impact of COVID-19 on the economy continues to be uncertain and the extent to which the ongoing COVID-19 pandemic will impact the Company's financial performance including the Company's estimates of impairment of loans, is dependent on such future developments, the severity and duration of the pandemic, which cannot be predicted with any degree of certainty. The impact assessment of COVID-19 is a continuing process given its uncertainty in nature and duration, this may have Corresponding impact in the financial position. The Company will continue to monitor any material changes to the future economic conditions. Although it was difficult to manage the debt servicing and to sustain the operations of company during the outbreak, our Company responded swiftly to the COVID-19 outbreak by adopting various measures to ensure the smooth operations of the company.

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

As per our report of even date

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

For Shyam Nagori & Company

Chartered Accountants

FRN: 004573C

Shyam Kumar Nagori

Proprietor

Membership No. 073609

PAN : AAPPN8116P

UDIN-21073609AAAAFO8234

30 June 2021, Indore

Suresh Singh Jain

Director

DIN : 03584190

Stuti Sinha

Company Secretary

Membership No. A42371

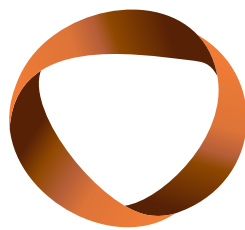
Vijay Kothari

Managing Director

DIN : 00172878

Siddhant Sharma

Chief Financial Officer



VIJI FINANCE LIMITED

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