

**REPORT OF THE BOARD OF DIRECTORS
TO THE MEMBERS OF VIRAJ PROFILES LIMITED**

1. Presentation

Your directors have pleasure in presenting 24th Annual Report together with the Audited Accounts for the year ended on 31st March, 2020

2. Financial Results

A. The financial results (Standalone) of the operation for the year under review are as follows:

Particulars (Standalone Financial Statements)	2019-20	2018-19
Revenue from operations	5,42,965.79	5,97,532.97
Other income	6,917.83	14,961.72
Total Income	5,49,883.62	6,12,494.69
Profit before exceptional item and tax	12,682.72	12,292.82
Provision for impairment of investments in subsidiary	4,031.19	4,066.00
Profit before tax	8,651.53	8,226.82
Tax Exp		
1) Current Tax	3,899.65	4,700.00
2) Deferred Tax	1,537.70	458.01
3) Adjustment for tax for earlier years		(745.12)
Profit/(loss) for the period	3,214.18	3,813.93
Basis EPS (In Rs)	0.23	0.27
Diluted EPS (In Rs)	0.23	0.27

B. The financial results (Consolidated) of the operation for the year under review are as follows:

Particulars (Consolidated Financial Statements)	2019-20	2018-19
Revenue from operations	5,42,965.80	5,99,920.89
Other income	6,815.27	24,012.21
Total Income	5,49,781.07	6,23,933.10
Profit before exceptional items and tax	12,023.88	19,387.76
Provision for impairment of property, plant and equipments and Goodwill	-	3,688.48
Provision for impairment of Investment	7.75	-
Profit before tax	12,016.13	15,699.27
Tax Exp		
1) Current Tax	3,899.65	4,950.89
2) Deferred Tax	1,537.70	864.35
3) Adjustment for tax for earlier years	-	(758.62)
Profit/(loss) for the period	6,578.77	10,642.66
Basis EPS (In Rs)	0.46	0.75
Diluted EPS (In Rs)	0.46	0.75

3. Review of Operations

During the year under review, the Company has posted Total income of Rs. 5,49,883.62 lakhs as against Total income of Rs. 6,12,494.69 lakhs during the previous year and the Company has earned profit of Rs. 3,214.18 lakhs as against profit of Rs. 3,813.93 lakhs earned in previous year.

4. Public Deposit

During the period under review, Company has not accepted any deposit within the meaning of the Chapter V to Companies Act, 2013.

5. Dividend

Your Directors do not recommend any dividend for the financial year 2019-2020.

6. Transfer of Reserve

During the period under review, the Company has not transferred any amount to any reserve.

7. Extract of Annual Return [Section 92(3)]

An extract of the annual return as provided under sub-section (3) of section 92 of the companies act 2013 in Form MGT-9 of the Companies (Management and administration) Rules, 2014 is given in "Annexure- A" forming part of this report.

8. Meeting

The Board of Directors of the Company met 5(Five) times during the period under review and not more than 120 days have elapsed between two consecutive board meetings as given below:

Name of Directors / Board meeting dates	29/Jul/2019	17/Sep/2019	28/Sep/2019	23/Dec/2019	28/Mar/2020
Mr. Neeraj Raja Kocchar [DIN: 00115140]	present	present	present	absent	present
Mr. Amar Lal Daultani [DIN: 05228156]	present	present	absent	present	present
Mr. Gyan Chand Daga [DIN: 00101534]	present	present	present	present	present
Mrs. Pooja Mehra [DIN: 01981325]	absent	present	present	present	present
Mr. Pawan Kumar Bajaj [DIN: 08674519]	NA	NA	NA	NA	present
Mrs. Dipali Shah [DIN: 07141559]*	NA	NA	NA	NA	present
Mr. Ramesh Kumar Ajmeria [DIN: 00108435]**	present	present	present	NA	NA
Mrs. Renu Kocchar [DIN: 00115236]***	present	NA	NA	NA	NA

* Mrs. Dipali Shah (DIN: 07141559), has resigned from the position of director of the company w.e.f. 29/04/2020

** Mr. Ramesh Kumar Ajmeria (DIN: 00108435), has resigned from the position of Whole time director of the company w.e.f. 01/10/2019

*** Mrs. Renu Kocchar (DIN: 00115236), has resigned from the position of Managing director of the company w.e.f. 29/07/2019

9. Director Responsibility Statement [134(3)(c) & (5)]

In accordance with the provisions of Section 134(3)(c) & (5) of the Companies Act, 2013, your Directors state as - (a) in the preparation of the annual accounts, the applicable accounting standards had been followed and there is no material departure; (b) the directors had 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 period; (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; (d) the directors had prepared the annual accounts on a going concern basis; and (e) the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively. (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. Declaration by Independent Director [Section 149(6) & (10)]

Company has received Declaration from Independent Directors of the Company pursuant to compliances of section 149(6) & (10) of the Companies Act 2013.

11. Explanation & Comment on Auditors' Report [Section 134(3)(f)]

- A) Statutory Auditors' Report-The Auditors' observations are self explanatory and therefore do not call for any comment
B) Cost Audit Report : The Auditors' observations are self explanatory and therefore do not call for any comment
C) Secretarial Audit Report : The Auditors' observations are self explanatory and therefore do not call for any comment

12. Particulars of loans, guarantees and investments. [Section 134(3)(g) and Section 186]

Particular of Loan, Guarantees and Investment pursuant to provision of section 186 for which a registered in pursuant to section 186(9) & Rule 12(1) of the Companies (Meeting of Board of Director & Its power) Rule 214 is being maintained in form MBP 2 is given in "Annexure- B forming part of this report.

13. Particulars of contracts or arrangements with related Parties [Section 134(3)(h) & 188(1)]

All related party transactions that were entered into during the year under report were on an arm's length basis and were in the ordinary course of business. Details of such transaction is reported in form AOC 2 as per provision of Companies Act, 2013 and rule 8(2) of the companies (Accounts) rules, 2014. AOC 2 is attached with this report as Annexure "C"

14. Conservation of energy, technology absorption and foreign exchange earnings and outgo

Information in accordance with provision of section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding Conservation of energy, technology absorption and foreign exchange earnings and outgo is given in Annexure- D" forming part of this report

15. Changes & Commitment affecting financial position of the Company [Section 134(3)(l)]

There has been no such material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

16. Business Risk Management [Section 134(3)(n)]

The board members were informed about risk assessment and minimization procedures after which the board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

17. Corporate Social Responsibility [Section 134(3)(o)]

Pursuant to provision of Section 135(1) of the Companies Act 2013 and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, the Company is required to Report on Corporate Social Responsibility(CSR) and Constitution of Corporate Social Responsibility Committee and the same is given in Annexure- "E" forming part of this report. The CSR Committee Meeting was held on 28th March, 2020.

18. Formal Annual Evaluation of Board Performance [Section 134(3)(p)]

The annual performance evaluation was carried out which included evaluation of the Board, executive directors, Chairman, Committees of the Board, quantity, quality and timeliness of information to the Board. The the Board has carried out the evaluation of the performance of the Board as a whole, functioning of the Committees of the Board, individual Directors and the Chairperson of the Board, in accordance with the applicable provisions of the Act. Detailed questionnaires drafted in accordance were sent out to the Board members. The performance of the Board was evaluated on the basis of various criteria such as composition of the Board, information flow to the board and its dynamism, strategic issues, roles and functions of the Board, relationship with the management, engagement with the Board and external stakeholders and other development areas. The performance of the Committees was evaluated after seeking the inputs of committee members on the criteria such as understanding the terms of reference, Committee composition, Independence, contributions to Board decisions, etc. The performance of the individual Directors was evaluated after seeking inputs from all the Directors other than the one who is being evaluated. The evaluation was based on the criteria such as Director's knowledge and understanding of their role, Company's vision and mission, market potential, Director's Commitment, qualification, skill and experience, openness in communication, etc. The performance of the Board Chairperson was evaluated after seeking the inputs from all the Directors other than the Board Chairperson, on the basis of the criteria such as Chairperson's role, accountability and responsibilities, promotion of effective relationship and open communication, positive and appropriate working relationship with CEO, commitment, etc. The Board evaluation report was submitted to the Board Chairperson and the Chairperson of Nomination and Remuneration Committee. The Board Chairperson discussed the outcome of evaluation of the individual Directors separately with them in detail. The evaluation report contains an executive summary of findings and several key recommendations from the evaluation process.

19. Other Matter [Section 134(3)(q)]

As prescribed under rules 8(5) of the Companies (Account) Rules 2014, your board brings to your kind notice that

Sr. No.	Particulars	Details
1	the financial summary or highlights;	Para 2
2	the change in the nature of business, if any;	Para 15

3	the details of directors or key managerial personnel who were appointed or have resigned during the year;	Para 20 to 22
4	the names of companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year;	Para 28
5	the details relating to deposits, covered under Chapter V of the Act,- (a) accepted during the year; (b) remained unpaid or unclaimed as at the end of the year; (c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved- (i) at the beginning of the year; (ii) maximum during the year; (iii) at the end of the year;	Para 4
6	the details of deposits which are not in compliance with the requirements of Chapter V of the Act;	Para 4
7	the details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future;	Para 30
8	the details in respect of adequacy of internal financial controls with reference to the Financial Statements.	Para 29

20. Appointment of Director & Key Managerial Personnel (KMP)

During the period under review, there are following appointment of Directors & KMP;

- (i) Mr. Amar Lal Daultani (DIN: 05228156), was regularised as Independent Director of the company with effect from 30/09/2019
 - (ii) Mr. Pawankumar Gopinath Bajaj (DIN: 08674519), was appointed as Executive Director with effect from 21/01/2020,
 - (iii) Mrs. Dipali Chirag Shah (DIN: 07141559), was appointed as Non-Executive Director of the company with effect from 23/12/2019,
 - (iv) Mr. Anuj Jain was appointed as Chief Financial Officer of the company with effect from 28/03/2020 and
 - (v) Mr. Tauqeer Khan was appointed as Company Secretary of the Company with effect from 31/01/2020.
- * Mrs. Usha Vijay Kocchar (DIN: 08736510), was appointed as Non- Executive Director in financial year 2020-21, with effect from 22/04/2020

21. Resignation of Director & Key Managerial Personnel (KMP) [Section 168(1)]

During the period under review, there are following cessation of Directors & KMP;

- (i) Mrs. Renu Kochhar (DIN: 00115236), has resigned from the post of Managing director of the Company with effect from 29/07/2019.
 - (ii) Mr. Alok Singh has resigned from the post of Company Secretary of the Company with effect from 17/08/2019.
 - (iii) Mr. Ramesh Kumar Ajmeria (DIN: 05166660), has resigned from the post of Whole time director of the Company from 01/10/2019
 - (iv) Mr. Raman Kumar Jain (DIN: 00108435), has resigned from the post of Chief Financial Officer of the Company from 01/10/2019
- * Mrs. Dipali Chirag Shah (DIN: 07141559), has resigned from the post of Non executive director of the Company in financial year 2020-21, with effect from 29/04/2020
- * Mr. Tauqeer Khan has resigned from the post of Company Secretary of the Company in financial year 2020-21, with effect from 15/04/2020

22. Re-appointment of Independent Director [Section 149(10)]

During the period under review, Mr. Amar Lal Daultani, Independent Director (DIN: 05228156), regularised as Independent Director of the company on 30/09/2019.

Due to current COVID 19 pandemic and lockdown situation company is not able to conduct physical meeting of Independent Director of the company for the Financial Year 2019-2020. Further due to current COVID-19 pandemic the requirement of conducting physical meeting of Independent director has been relaxed by MCA vide its General Circular no. 11/2020 dated 24th March 2020.

23. Composition of Audit Committee [Section 177(8) & (10)]

The Composition of Audit Committee is in order. The Board has accepted the recommendations of the audit committee and there were no incidences of deviation from such recommendations during the period under review. The Audit Committee met 3 times during the year as follows:

Name of Members / Date of Audit Committee Meeting

	29/Jul/2019	17/Sep/2019	23/Dec/2019
Mr. Amar Lal Daultani [DIN: 05228156]	present	present	present
Mr. Gyan Chand Daga [DIN: 00101534]	present	present	present
Mr. Neeraj Raja Kocchar [DIN: 00115140]	present	present	absent

Mr. Ramesh Kumar Ajmeria [DIN: 00108435]** present present NA

** Mr. Ramesh Kumar Ajmeria (DIN: 00108435), has resigned from the position of Whole time director of the company w.e.f. 01/10/2019

24. Vigil Mechanism [Section 177(10)]

The Company has devised a vigil mechanism in pursuant of provision section 177(10) of the Companies Act, 2013.

25. Nomination and remuneration committee [Section 178(1)&(4)]

The Composition of Committee is in order. The Company has policy on director appointment and remuneration including criteria for determining qualification, positive attributes, independence of a director and other matter provided under section 178(3) of the Companies Act.

The above mentioned policy is available on the website of the company and the web-address for the same is https://www.viraj.com/corporate_governance/corporate_Policy

The Nomination and Remuneration Committee met 3 times during the year as follows:

Name of Members / Date of Nomination and

	29/Jul/2019	23/Dec/2019	28/Mar/2020
Remuneration Committee meeting			
Mr. Amar Lal Daultani [DIN: 05228156]	present	present	present
Mr. Gyan Chand Daga [DIN: 00101534]	present	present	present
Mr. Neeraj Raja Kocchar [DIN: 00115140]	present	absent	present
Mrs. Dipali Shah [DIN: 07141559]*	NA	NA	present
Mr. Ramesh Kumar Ajmeria [DIN: 00108435]**	present	NA	NA

* Mrs. Dipali Shah has (DIN: 07141559) resigned from the position of non executive director of the company w.e.f. 29/04/2020

** Mr. Ramesh Kumar Ajmeria (DIN: 00108435) has resigned from the position of Whole time director of the company w.e.f. 01/10/2019

26. Overall Maximum Remuneration [Section 197(12)&(14)]

Since the Company does not belong to the specified class of the Companies, the details of Managerial Remuneration as required pursuant to provision of section 197 of the Companies Act 2013 and rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be given with this report

27. Auditors

A) Statutory Auditors - M/s. TR Chadha & Co LLP, Chartered Accountants (Firm Registration No. 006711N/ N500028), was appointment as Statutory Auditors of the Company for 5 years at 23rd AGM held on September 30, 2019 and will hold office from the conclusion of 23rd AGM till conclusion of 28th AGM of the Company.

B) Cost Auditor - The Company has re-appointed M/s. N. Ritesh & Associates, Cost Auditor of Company for the financial year 2020-21.

C) Secretarial Auditor- M/s Mehta & Mehta, Company Secretaries have been appointed for conducting the Secretarial Audit for the FY 2020-21.

D) Internal Auditor- M/s Mahajan & Aibara, Chartered Accountant LLP (FRN-105742W) have been appointed as an Internal Auditor of the Company

28. Subsidiary/Joint Ventures/Associate Companies and their performance

Details pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) in form AOC 1 is given Annexure- F" forming part of this report

29. Internal Controls

Your Company has adequate internal control system, which is commensurate with the size, scale and complexity of its operations. Your Company has designed and implemented a process driven framework for Internal Financial Control ("IFC") within the meaning of the explanation of Section 134(5)(e) of the Companies Act, 2013.

30. The details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future-

There were no such significant or material orders passed by the regulators or courts or tribunals that will affect the going concern status and company's operations in future.

31. Share Capital & Listing

a. Authorised Share Capital:

Authorized Capital of the Company is INR 1,80,10,00,000 (1,80,10,00,000 Equity Shares of INR 1 each) during the financial year 2019-20.

b. Issued

Capital:

Issued capital of the Company is INR 1,41,75,48,612 (1,41,75,48,612 Equity Shares of INR 1 each) during the financial year 2019-20.

During the year 2019-20, company has not changed its Authorised and issued share capital.

The equity shares of the company are not listed on any stock exchange in Indian or Out of India.

32. Corporate Governance Report

Provision of Corporate Governance of the Listing Agreement is not applicable to Company.

33. Nomination and Remuneration Policy

The Company follows a policy on remuneration of directors and senior management employees.

34) Policy on prevention of Sexual Harassment at Workplace.

The Company has in place a Prevention of Sexual Harassment Policy in Line with the requirement of the Sexual Harassment of Women at the workplace (Prevention, Prohibition & Redressal) Act 2013. All Employee (Permanent, Contractual, Temporary, Trainee) are covered under this policy.

35. Secretarial Standard

The directors confirm that company has materially complied with the applicable provision of Secretarial Standard issued by ICSI.

36. Major Events :

During the year, (i) the Company has dissolved its Wholly Owned Subsidiary, namely, Viraj USA, Inc. with effect from 15-Jan-2020. (ii) The Company has retired vide retirement deed dated September 25, 2019 from M/s Devbhoomi, Joint venture, by selling its 60% of share to Mr. Neeraj Raja Kochhar.

37. Website of Company:

The company having website i.e. www.viraj.com

38. Acknowledgements

The directors thank the Company's employees, customers, vendors, investors and academic institutions, state and central government and financial institution for their continuous supports.

For and behalf of Board of Directors of
Viraj Profiles Limited

Date :
Place : Mumbai

Neeraj Raja Kochhar
Chairman and Managing Director
DIN-00115140

**Annexure-"A" Forming Part of Director Report
FORM NO. MGT-9**

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I.REGISTRATION AND OTHER DETAILS:

1	CIN	U28113MH1996PLC096835
2	Registration Date	02/02/1996
3	Name of the Company	VIRAJ PROFILES LIMITED
4	Category / Sub-Category of	Public Limited Company having share capital
5	Address of the Registered office and contact details	G-34, MIDC TARAPUR INDUSTRIAL AREA, BOISAR, TALUKA- PALGHAR, DIST THANE TARAPUR MAHARASHTRA- 401506 INDIA
6	Whether listed Company	No
7	Name, Address and contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited having office at " E/2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai-400072

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Business activities contributing 10% or more of the total turnover of the Company are stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product / services	% to total turnover of the Company
1	Manufacturing of Stainless Steel Products (Basic Iron and Steel)	99611924	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	Bhoomika Financial Services Private Limited	U67100MH2007PTC175256	Holding Company	72.7729	2(46)
2	Sino Investment Global Limited (Foreign Company)	Not Applicable	Subsidiary Company	100.00	2(87)(ii)

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Physical	De-mat	Total	% of Total Shares	Physical	De-mat	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian -									
a) Individual/HUF	21,75,649.00	18,80,31,625.00	19,02,07,274.00	13.42	21,75,649.00	18,80,31,625.00	19,02,07,274.00	13.42	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	11,44,27,101.00	1,11,22,58,257.00	1,22,66,85,358.00	86.54	11,44,27,101.00	1,11,22,58,257.00	1,22,66,85,358.00	86.54	-
e) Banks/FIs	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A)	11,66,02,750.00	1,30,02,89,882.00	1,41,68,92,632.00	99.95	11,66,02,750.00	1,30,02,89,882.00	1,41,68,92,632.00	99.95	-
(2) Foreign -									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FIs	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	11,66,02,750.00	1,30,02,89,882.00	1,41,68,92,632.00	99.95	11,66,02,750.00	1,30,02,89,882.00	1,41,68,92,632.00	99.95	-
1. Institutions -									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FIs	-	60,000.00	60,000.00	0.00	-	60,000.00	60,000.00	0.00	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub Total (B)	-	60,000.00	60,000.00	0.00	-	60,000.00	60,000.00	0.00	-
a) Bodies Corporates									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals -									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	15.00	5,95,965.00	5,95,980.00	0.04	15.00	5,95,965.00	5,95,980.00	0.04	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub Total (B)	15.00	5,95,965.00	5,95,980.00	0.04	15.00	5,95,965.00	5,95,980.00	0.04	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	15.00	6,55,965.00	6,55,980.00	0.05	15.00	6,55,965.00	6,55,980.00	0.05	0.00
C. Shares held by custodian for GDRS & ADRS									
Grand Total (A+B+C)	11,66,02,765.00	1,30,09,45,847.00	1,41,75,48,612.00	100.00	11,66,02,765.00	1,30,09,45,847.00	1,41,75,48,612.00	100.00	0.00

(ii) Shareholding of Promoters

Sr. No	Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledge/ encumbered to total Share	No. of Shares	% of total Shares of the company	% of Shares Pledge/ encumbered to total shares	
1	Mr. Neeraj R Kochhar	10,28,94,381.00	7.2586	0.0000	10,28,94,381.00	7.2586	0.0000	0.0000
2	Ms. Renu Kochhar	8,73,12,893.00	6.1594	0.0000	8,73,12,893.00	6.1594	0.0000	0.0000
3	Bhoomika Financial Services Pvt. Ltd.	1,03,15,91,295.00	72.7729	0.0000	1,03,15,91,295.00	72.7729	0.0000	0.0000
4	Vaishno Logistic Private Limited	11,44,27,101.00	8.0722	0.0000	11,44,27,101.00	8.0722	0.0000	0.0000
5	Shakunta Edu Com LLP	8,06,66,962.00	5.6906	0.0000	8,06,66,962.00	5.6906	0.0000	0.0000
	TOTAL	1,41,68,92,632.00	99.95	-	1,41,68,92,632.00	99.95	-	-

(iii) Change in Promoters' Shareholding (Please specify if there is no change)

Sr. No	Name of Promoter	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No of share	% of the total share capital of the Company	No of share	% of the total share
	---	---	---	---	---

There is no change in shareholding of the promoters during the financial year 2019-2020

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Name of Promoter	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No of share	% of the total share capital of the Company	No of share	% of the total share capital of the Company
1	NAYANA DHANKI				
	At the beginning of the year	244875	0.0200	244875	0.0200
	No Change	0	0.0000	0	0.0000
	At the End of the year	244875	0.0173	244875	0.0173
2	SANOJ JAIN				
	At the beginning of the year	166500	0.0136	166500	0.0136
	No Change	0	0.0000	0	0.0000
	At the End of the year	166500	0.0117	166500	0.0117
3	NIKI NANDU				
	At the beginning of the year	56610	0.0046	56610	0.0046
	No Change	0	0.0000	0	0.0000
	At the End of the year	56610	0.0040	56610	0.0040
4	ASHOK K JAIN				
	At the beginning of the year	33300	0.0027	33300	0.0027
	No Change	0	0.0000	0	0.0000
	At the End of the year	33300	0.0023	33300	0.0023
5	LAXMICHAND SHAH				
	At the beginning of the year	29970	0.0024	29970	0.0024
	No Change	0	0.0000	0	0.0000
	At the End of the year	29970	0.0021	29970	0.0021

6	MANJU P GUPTA				
	At the beginnng of the year	16650	0.0014	16650	0.0014
	No Change	0	0.0000	0	0.0000
	At the End of the year	16650	0.0012	16650	0.0012
7	SURESH CHHABRIA				
	At the beginnng of the year	16650	0.0014	16650	0.0014
	No Change	0	0.0000	0	0.0000
	At the End of the year	16650	0.0012	16650	0.0012
8	JAGDISH SHANTILAL MEHTA				
	At the beginnng of the year	15000	0.0012	15000	0.0012
	No Change	0	0.0000	0	0.0000
	At the End of the year	15000	0.0011	15000	0.0011
9	SURESH LAKHWANI				
	At the beginnng of the year	3750	0.0003	3750	0.0003
	No Change	0	0.0000	0	0.0000
	At the End of the year	3750	0.0003	3750	0.0003
10	KHURSHED B CHAINA				
	At the beginnng of the year	3330	0.0003	3330	0.0003
	No Change	0	0.0000	0	0.0000
	At the End of the year	3330	0.0002	3330	0.0002
(v) Change in Shareholding of Director(Please specify if there is no change)					
1	Neeraj Raja Kochhar				
	At the beginnng of the year	10,28,94,381.00			
	During the year	-			
	At the End of the year	10,28,94,381.00			

Indebtedness of the Company including interest outstanding / accrued but not due for payment)

Sr. No	Particular	Secured Loan excluding Deposit	Unsecured Loan	Deposit	Total Indebtedness
1	Indebtedness at the beginning of the financial year				
	i) Principal Amount	1,71,606.06	331.81		1,71,937.87
	ii) Interest due but not paid	-		-	-
	iii) Interest accrued but not due	56.59		-	56.59
	Total (i+ii+iii)	1,71,662.65	331.81	-	1,71,994.46
2	Change in Indebtedness during the financial year				
	Addition	-	-	-	-
	Reduction	(44,848.02)	-	-	(44,848.02)
	Net Changes	(44,848.02)	-	-	(44,848.02)
3	Indebtedness at the end of the financial year				
	i) Principal Amount	1,26,782.79	331.81		1,27,114.60
	ii) Interest due but not paid	-	-		-
	iii) Interest accrued but not due	31.84	-		31.84
	Total (i+ii+iii)	1,26,814.63	331.81	-	1,27,146.44

VI Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particular of Remuneration	Name of MD/WTM/Manager (Salary per annum)				Total Amount (In lakhs)
		Mr. Neeraj Kochhar	Mrs. Renu Kochhar	Mrs. Pooja Mehra	R K Ajmeria	
	from operations	Managing Director	Managing Director	Whole time Director	Whole time Director	
1	Gross Salary	2680.25	360	300.25	20.68	3,361.18
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961				0	
	b) Value of Perquisites u/s 17(2) of the Income-tax Act, 1961	0	0	0	0	0
	c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission	0	0	0	0	0
	as % of Profit	0	0	0	0	0
5	Other please specify	0	-	0	0	0
	Total (A)	2680.25	360	300.25	20.68	3,361.18
	Ceiling as per comp. Act	0	0	0	0	0

B. Remuneration to Directors other than Managing Director, Whole-time Directors and/or Manager::

Sr. No.	Particular of Remuneration	Name of Directors(Salary per annum)				Total Amount (In lakhs)
		Mr. Pawankumar Bajaj				
		Additional Director				
1	Gross Salary	18.21				18.21
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961				0	
	b) Value of Perquisites u/s 17(2) of the Income-tax Act, 1961	0	0	0	0	0
	c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission	0	0	0	0	0
	as % of Profit	0	0	0	0	0
5	Other please specify	0	-	0	0	0
	Total (B)	18.21	0	0	0	18.21
	Ceiling as per comp. Act	0	0	0	0	
	Total Management Remuneration (A+B)	2,698.46	360	300.25	20.68	3,379.39
	Overall Ceiling as Per Act					

Sitting Fees to Directors

Sr. No.	Particular of Remuneration	Name of Director				Total Amount (In lakhs)
1		Mr. Gyan Chand Daga	Mr. Amar Lal Daultani			
	Independent Directors					
	Fees for attending Board Meeting/ Committee Meeting	5.50	5.00			10.50
	Commission	0	0			0
	Other, Please verify	0	0			0
	Total -1	5.50	5.00			10.50
	Other Non Executive Director	Mrs. Dipali Shah				
	Fees for attending Board Meeting/ Committee Meeting	0	0			0
	Commission	0	0			0
	Other, Please verify	0	0			0
2	Total -2	0	0			0.00
	Total (B) (1+2)	5.50	5.00			10.50

C. Remuneration to key managerial personnel other than MD / manager / WTD:

Sr. No.	Particulars Remuneration	Key Managerial Remuneration				Total Remuneration
		CFO		Company Secretary		
		Mr. R K Jain	Mr. Anuj Jain	Mr. Alok Singh	Mr. Tauqeer Khan	
1	Gross Salary	1,39,58,155	72,45,568.00	6,52,867.00	3,54,667	2,22,11,257
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961					
	b) Value of Perquisites u/s 17(2) income tax act 1961					
	c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission					
	as % of Profit					
	other specify					
5	Other please specify					
	Total (C)	1,39,58,155	72,45,568	6,52,867	3,54,667	2,22,11,257
Sr. No.	Type	Section of Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/COURT)	Appeal made, if any (give details)
A	Company					
	Penalty	N.A	N.A	N.A	N.A	N.A
	Punishment	N.A	N.A	N.A	N.A	N.A
	Compounding	N.A	N.A	N.A	N.A	N.A
B	Directors					
	Penalty	N.A	N.A	N.A	N.A	N.A
	Punishment	N.A	N.A	N.A	N.A	N.A
	Compounding	N.A	N.A	N.A	N.A	N.A
C	Other Officer in default					
	Penalty	N.A	N.A	N.A	N.A	N.A
	Punishment	N.A	N.A	N.A	N.A	N.A
	Compounding	N.A	N.A	N.A	N.A	N.A

Annexure-"B" Forming Part of Director Report

Form MBP - 2

Register of loans, guarantee, security and acquisition made by the company
[Pursuant to section 186(9) & rule 12(1)]

[Pursuant to section 186(9) & rule 12(1)]																
For Loans										For Acquisitions						
Nature of transaction (whether Loan/Guarantee/Security/Acquisition)	Date of making Loan/Acquisition/Guarantee/Providing Security	Name and Address of the Person or Body Corporate to whom it is made or given or whose securities have been acquired (Listed /Unlisted entities)	Amount of Loan/Security/Acquisition/Guarantee	Time period for which it is made/given	Purpose of Loan/Acquisition/Guarantee/Security	% of loan/acquisition/exposure on guarantee/security provided to the paid up Capital, Free Reserves and securities Premium account and % of free reserves and securities premium	Date of Passing of Board resolution	Date of passing Special resolution, if required	Rate of Interest	Date of maturity	No and kind of Securities	Nominal Value and paid up value	Cost of Acquisition (in case of Securities how the purchase price was arrived at)	Date of Selling Investments	Selling Price (how the price was arrived at)	Signature and Remarks
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
Investment		Sino Investment Global Ltd	3441.99 Lakh (As on 31/03/20)								25989080 Equity shares	1 USD				
Investment		Rosy mercantile limited	8.00 Lakh (As on 31/03/20)								80000 Equity shares	10 INR				
Investment		Super forging limited	2.50 Lakh (As on 31/03/20)								10000 Equity shares	10 INR				
Investment		Ladderup Finance Limited	9.75 Lakh (As on 31/03/20)								20000 Equity shares	10 INR				

[illegible]

Form AOC-2

Sr. NO	Details of contracts or arrangement or transaction not at arms length basis					Details of contracts or arrangement or transaction at arms length basis									
	Name of Related Party	Nature of Contract/arrangement/Transaction	Duration of Contract/arrangement/Transaction	Silent figure of the contract/arrangement or transaction, if any	Justification of entering into such contract/arrangement/transaction	date of approval by board	amount paid as advance, if any	date on which special resolution was passed in general meeting under proviso to section 188	Name of Related Party	Nature of Contract/arrangement/Transaction	Duration of Contract/arrangement/Transaction	Silent figure of the contract/arrangement or transaction, if any	Justification of entering into such contract/arrangement/transaction	date of approval by board	amount paid as advance, if any or transaction amount (In lakhs)
1									Nityaa Processor LLP (earlier known as Viraj Wrapping LLP)	sale	Regular				163.96
2									Vaishno Megamovers LLP	sale	Regular				18.33
3									Mr. Neeraj Kocchar	sale of investment	One time			23/12/2019	4913.10
4									Vaishno Megamovers LLP	sale of PPE	Regular				62.85
5									Vaishno Megamovers LLP	Purchase	Regular			29/07/2019	17445.72
6									Nityaa Processor LLP (earlier known as Viraj Wrapping LLP)	Purchase	Regular				
7									Mr. Neeraj Kocchar	Sale of property	One time			29/07/2019	8221.23
8									Mr. Neeraj Kocchar	Rent paid	Regular				2999.77
9									Mrs. Renu Kocchar	Rent paid	Regular			29/07/2019	180.00
10									Mr. Dhruv Kocchar	Rent paid	Regular			29/07/2019	900.00
11									Shivdooti Pearls and investment limited	Rent paid	Regular			29/07/2019	21.30
											Regular				56.00

Annexure-"D" Forming Part of Director Report

**Conservation Of Energy, Technology Absorption and Foreign Exchange Earnings And Outgo
(Information as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule
8(3) of the Companies (Accounts) Rules, 2014**

Sr. No.	Particular	Discloser	
A	CONSERVATION OF ENERGY		
	(i) The steps taken or impact on conservation of energy	The Company has taken suitable step for the conservation of energy	
	(ii) The steps taken by the company for utilizing alternate sources of energy	The Company has planed for utilisation of alternate source of energy	
	(iii) the capital investment on energy conservation equipments	The company has plan to make capital investment on energy conservation equipments	
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;	Not Applicable	
	(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- - the details of technology imported; - the year of import; - whether the technology been fully absorbed; - if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	There is no such events during the period under review.	
	The expenditure incurred on Research and Development	The Company has not separate Department	
C	FOREIGN EXCHANGE EARNINGS AND OUTGO	Current Year (2019-2020)	Previous Year (2018-19)
	Foreign Exchange earning	4,59,533.03	5,37,656.62
	Foreign Exchange outgo	2,79,844.00	3,05,531.00

Annexure-"E" Forming Part of Director Report
Report on Corporate Social Responsibility as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rule, 2014.

Sr. No.	Particular	Reply														
1	A brief outline of the Company's CSR policy including overview of projects or programs proposed to be undertaken.	<p>The CSR activity of the Company reflects its commitment towards nation-building through its contribution in improving the lives of the communities in and around its factory area by providing education facility by giving contribution to trust i.e. Viraj Charitable Trust. The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013.</p> <p>The Company's CSR initiatives towards community are essentially focused on local area development and are thrust mainly on promoting education, health & cultural and community support.</p> <p>The Company will strive to implement the aforesaid CSR activities on its own to the extent possible; however it also recognizes the need to work in partnership with other players who are recognized, approved and have specialization in the aforesaid activities.</p>														
2	Composition of the CSR committee:	<table><tr><th>Name</th><th>Designation</th></tr><tr><td>Mr. Neeraj R. Kochhar</td><td>Managing Director</td></tr><tr><td>Gyan Chand Daga</td><td>Independent Director</td></tr><tr><td>Pooja Mehra</td><td>Whole Time Director</td></tr></table>	Name	Designation	Mr. Neeraj R. Kochhar	Managing Director	Gyan Chand Daga	Independent Director	Pooja Mehra	Whole Time Director						
Name	Designation															
Mr. Neeraj R. Kochhar	Managing Director															
Gyan Chand Daga	Independent Director															
Pooja Mehra	Whole Time Director															
3	Average net profits of the Company for the last three financial years:	<table><tr><th>Financial Year</th><th>Profit/ (Loss) (in Lakh)</th></tr><tr><td>2016-2017</td><td>803.17</td></tr><tr><td>2017-2018</td><td>1,032.29</td></tr><tr><td>2018-2019</td><td>13,151.22</td></tr><tr><td></td><td></td></tr><tr><td>Total</td><td>14,986.68</td></tr><tr><td>Average of last 3 FY</td><td>4,995.56</td></tr></table>	Financial Year	Profit/ (Loss) (in Lakh)	2016-2017	803.17	2017-2018	1,032.29	2018-2019	13,151.22			Total	14,986.68	Average of last 3 FY	4,995.56
Financial Year	Profit/ (Loss) (in Lakh)															
2016-2017	803.17															
2017-2018	1,032.29															
2018-2019	13,151.22															
Total	14,986.68															
Average of last 3 FY	4,995.56															
4	Prescribed CSR expenditure (2% of the amount as in item 3 above) (in Lakh)	99.91														
5	Details of CSR spend for the financial year:	2019-2020														
a	Total amount spent for the financial year	254.79														
b	Amount unspent, if any															
c	Manner in which the amount is spent during the financial year															
1	2	3	5	6	7	8										

Sr. No.	CSR Project or Activity identified	Sector in which the Project is covered	Project or programs - Local area or others - Specify the district where projects or program were undertaken	Amount - outlay	Amount spent on the projects or programs: -Direct expenditure on projects Program overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency
1	Education	Education	Tarapur	254.79 Lacs		254.79 Lacs	254.79 Lacs Through Viraj Charitable Trust
	In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report			Not Applicable			
7	The CSR committee confirms that the implementation and monitoring of CSR policy is in compliance with the CSR objectives and policy of the Company						

LIST OF SHARE HOLDERS AS ON 31.03.2020

Sr.No	Name	FolioNo/DPID-CLID	Shares
1	AKHIL KHANNA		1.00
2	AJITHA N BANGERA	0002986	1,125.00
3	ANUJ JAIN	IN30133019490098	1.00
4	ASHOK K JAIN	0016254	33,300.00
5	ASHOK KUMAR M. SHAH	0015800	375.00
6	BHOOMIKA FINANCIAL SERVICES PRIVATE LIMITED	1201370000308814 & IN30154951595600	1,03,15,91,295.00
7	DEEPAK GAIKWAD	0002206	750.00
8	GAURAV VIJAYVERGIYA	IN30267939800016	1.00
9	HIRU BHAMBHANEY	0006764	750.00
10	JAGDISH SHANTILAL MEHTA	0015289	15,000.00
11	JITENDRA PRATAP GARG	IN30051315174999	1.00
12	JUGNU KOCHHAR	IN30115124601669	1.00
13	KHURSHED B CHAINA	0016154	3,330.00
14	KISHORE JAGANNATH BHANUSHALI	IN30154937532967	1.00
15	LAXMICHAND SHAH	0016361	29,970.00
16	LAXMINARAYAN JETHALIA	0015060	375.00
17	LOURDES K CHAINA	0016155	3,330.00
18	MANJU P GUPTA	0016308	16,650.00
19	MOLLY JOSEPH	0001225	375.00
20	NAYANA B. DHANKI	0015550	2,44,875.00
21	NEERAJ RAJA KOCHHAR	1201370000306986 & 0016421 & 0016422 & IN30154950915568	10,28,94,381.00
22	NEETA C KAMDAR	0013521	750.00
23	NEHA AGRAWAL	IN30311610734479	1.00
24	NIKI NANDU	0016360	56,610.00
25	NRUPA SHILAN THAKER	IN30154917321647	1.00
26	PRIYA SURESH LODHA	IN30160410661982	1.00
27	RAMAN KUMAR JAIN	IN30002011114050	1.00
28	RAMILA RAKESH JAIN	0011669	375.00
29	RAMILABEN HARSHADBHAI PATEL	0012247	750.00
30	RAVI KUMAR KAMRA	IN30267935804225	1.00
31	RENU NEERAJ KOCHHAR	IN30154950903357 & 1201370000306990	8,73,12,893.00
32	SANGITA JAIN	IN30002011497947	1.00
33	SANOJ KUMAR JAIN	0016203	1,66,500.00
34	SATYA NARAYAN BOHRA	IN30290243452844	1.00
35	SHAKUNTA EDU COM LLP	IN30154951595595	8,06,66,962.00
36	SHILAN JAYANTILAL THAKER	IN30154917334667	1.00
37	SURESH CHHABRIA	0016243	16,650.00
38	SURESH LAKHWANI	0000466	3,750.00
39	SURESH LODHA	IN30115120596778	1.00
40	VAIBHAV PATANKAR	0015104	375.00
41	Vaishno Logistics		11,44,27,101.00
42	UNCLAIMED		60,000.00
	Total		1,41,75,48,612.00

Annexure-'F' Forming Part of Director Report
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/associate companies/joint

Part "A": Subsidiaries

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

Sl. No.	Particulars	
1.	Name of the subsidiary	Sino Investment Global Ltd
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2019-31/03/2020
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign	USA \$
Rev	Share capital	2,59,89,080
5.	Reserves & surplus	(2,08,92,003)
6.	Total assets	1,34,65,265
7.	Total Liabilities	1,34,65,265
8.	Investments	
9.	Turnover/ Other Income	-
10.	Profit before taxation	(4,88,601)
11.	Provision for taxation	NIL
12.	Profit after taxation	(4,88,601)
13.	Proposed Dividend	NIL
14.	% of shareholding	

Revenue from operations	
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures	
Name of associates/Joint Ventures	--
Latest audited Balance Sheet Date	--
Shares of Associate/Joint Ventures held by the company on the No.	--
Amount of Investment in Associates/Joint Venture	--
Extend of Holding%	--
Description of how there is significant influence	--
3. Review of Operations	--
5. Net worth attributable to shareholding as per latest audited Balance Sheet	--
Profit/Loss for the year	--

Considered in Consolidation	--
Not Considered in Consolidation	--

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 24th ANNUAL GENERAL MEETING OF MEMBERS OF VIRAJ PROFILES LIMITED HELD ON WEDNESDAY I.E. 30th SEPTEMBER 2020 AT 11:00 AM THE REGISTERED OFFICE OF THE COMPANY AT G-34, MIDC TARAPUR INDUSTRIAL AREA, BOISAR, TALUKA - PALGHAR, DIST. - THANE, TARAPUR, MAHARASHTRA - 401 506 (through Video Conference Facility (VC) / Other Audio Visual Means (OAVM) in terms of circular no. 20/2020 dated May 5, 2020 issued by Ministry of Corporate Affairs (MCA) read with circular no 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively)

Item no. 1 - Approval And Adoption of Financial Statements Along With Directors Report & Statutory Auditor's Report Thereon

The Audited standalone and consolidated financial statements of the Company comprising of the Balance Sheet as on March 31, 2020, Statement of Profit and Loss and Cash flow Statement for the year ended March 31, 2020 along with the notes annexed to and forming part of the financial statements were placed before the Members for adoption.

Before putting the resolution to vote, the Chairman then invited the Members present to ask questions, if any, in connection with the Annual Financial Statements for the financial year ended March 31, 2020. However, there were no questions asked and no comments/suggestions made by the Members.

Chairman thereafter with the consent of the Members present, put the resolution to vote as an **Ordinary Resolution.**

The said resolution was proposed by Mr. Neeraj Raja Kochhar and seconded by Mr. Anuj Jain which was put to vote by show of hands and thereafter passed unanimously:

"RESOLVED THAT the standalone and consolidated audited Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2020, together with the Notes attached thereto, along with the Directors' Report and Independent Auditor's Report thereon as laid before the meeting be and are hereby approved and adopted."

**For and on the Behalf of
M/s Viraj Profiles Limited**

**Neeraj Raja Kochhar
Chairman & Managing Director
DIN - 00115140
Address - 4, Vikas Park, Juhu Tara Road
Mumbai, Maharashtra - 400049**

Corporate Office:

Viraj Tower, Ground & 1st Floor, Junction of Andheri Kurla Road, Western Express Highway, Near Land Mark Building, Andheri (East), Mumbai - 400069, India
Tel.: +91 22 6276 6200, Fax: +91 22 2683 1313
Website: www.viraj.com

Registered & Marketing Office:

G-34, MIDC Tarapur Industrial Area, Boisar, Taluka & Dist. Palghar, Maharashtra - 401 506, India
Tel.: +91 904 999 1021-28
Fax: +91 (2525) 260 159 / 274 420

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 24th ANNUAL GENERAL MEETING OF MEMBERS OF VIRAJ PROFILES LIMITED HELD ON WEDNESDAY I.E. 30th SEPTEMBER 2020 AT 11:00 AM THE REGISTERED OFFICE OF THE COMPANY AT G-34, MIDC TARAPUR INDUSTRIAL AREA, BOISAR, TALUKA - PALGHAR, DIST. - THANE, TARAPUR, MAHARASHTRA - 401 506 (through Video Conference Facility (VC) / Other Audio Visual Means (OAVM) in terms of circular no. 20/2020 dated May 5, 2020 issued by Ministry of Corporate Affairs (MCA) read with circular no 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively)

Item no. 2: Re-appointment of Mrs. Pooja Neeraj Mehra (DIN: 01981325) as a Director, who is liable to retire by rotation:

The Chairman informed the Members that Mrs. Pooja Neeraj Mehra who was liable to retire by rotation was eligible for re-appointment.

The Chairman then with the consent of the Members present, put the resolution to vote by show of hands.

Mr. Neeraj Raja Kochhar proposed the resolution and Mr. Anuj Jain seconded the same and the same was passed as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, rules made under Companies Act, 2013 ("the Act") and Articles of Association of the Company, Mrs. Pooja Neeraj Mehra (DIN: 01981325) who retires by rotation, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**For and on the Behalf of
M/s Viraj Profiles Limited**

**Neeraj Raja Kochhar
Chairman & Managing Director
DIN – 00115140
Address – 4, Vikas Park, Juhu Tara Road
Mumbai, Maharashtra – 400049**

Corporate Office:

Viraj Tower, Ground & 1st Floor, Junction of Andheri
Kurla Road, Western Express Highway, Near Land
Mark Building, Andheri (East), Mumbai - 400069, India
Tel.: +91 22 6276 6200, Fax: +91 22 2683 1313
Website: www.viraj.com

Registered & Marketing Office:

G-34, MIDC Tarapur Industrial Area, Boisar, Taluka
& Dist. Palghar, Maharashtra - 401 506, India
Tel.: +91 904 999 1021-28
Fax: +91 (2525) 260 159 / 274 420

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 24th ANNUAL GENERAL MEETING OF MEMBERS OF VIRAJ PROFILES LIMITED HELD ON WEDNESDAY I.E. 30th SEPTEMBER 2020 AT 11:00 AM THE REGISTERED OFFICE OF THE COMPANY AT G-34, MIDC TARAPUR INDUSTRIAL AREA, BOISAR, TALUKA - PALGHAR, DIST. - THANE, TARAPUR, MAHARASHTRA - 401 506 (through Video Conference Facility (VC) / Other Audio Visual Means (OAVM) in terms of circular no. 20/2020 dated May 5, 2020 issued by Ministry of Corporate Affairs (MCA) read with circular no 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively)

Item no. 3 - To fix remuneration of Cost Auditor:

To fix remuneration payable to Cost Auditor for the financial year ending 31st March, 2021 and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s N. Ritesh & Associates, Cost Accountants having Firm Registration No. R100675, the Cost Auditor appointed by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March, 2021, amounting to Rs. 3.50 lakh plus service tax and out of pocket expenses, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**For and on the Behalf of
M/s Viraj Profiles Limited**

**Neeraj Raja Kochhar
Chairman & Managing Director
DIN – 00115140
Address – 4, Vikas Park, Juhu Tara Road
Mumbai, Maharashtra – 400049**

Corporate Office:

Viraj Tower, Ground & 1st Floor, Junction of Andheri Kurla Road, Western Express Highway, Near Land Mark Building, Andheri (East), Mumbai - 400069, India
Tel.: +91 22 6276 6200, Fax: +91 22 2683 1313
Website: www.viraj.com

Registered & Marketing Office:

G-34, MIDC Tarapur Industrial Area, Boisar, Taluka & Dist. Palghar, Maharashtra - 401 506, India
Tel.: +91 904 999 1021-28
Fax: +91 (2525) 260 159 / 274 420

Manufacturer of Stainless Steel: WIRES • WIRE RODS • WELDING WIRES • FASTENERS • BRIGHT BARS • PROFILES • FLANGES

CIN NO. - U28113MH1996PLC096835

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 24th ANNUAL GENERAL MEETING OF MEMBERS OF VIRAJ PROFILES LIMITED HELD ON WEDNESDAY I.E. 30th SEPTEMBER 2020 AT 11:00 AM THE REGISTERED OFFICE OF THE COMPANY AT G-34, MIDC TARAPUR INDUSTRIAL AREA, BOISAR, TALUKA - PALGHAR, DIST. - THANE, TARAPUR, MAHARASHTRA - 401 506 (through Video Conference Facility (VC) / Other Audio Visual Means (OAVM) in terms of circular no. 20/2020 dated May 5, 2020 issued by Ministry of Corporate Affairs (MCA) read with circular no 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively)

Item no. 4 - Regularization of appointment of Mr. Pawankumar Gopinath Bajaj (08674519), as an Executive Director & Factory Occupier of the Company:

To consider, and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to section 152 and other applicable provisions, rules made under Companies Act, 2013 ("the Act") and Articles of Association of the Company, **Mr. Pawankumar Gopinath Bajaj (08674519)** who was appointed as an Additional Executive Director and Factory Occupier of the Company with effect from **January 21, 2020** and who holds office only up to the date of this Annual General Meeting of the Company, be and is hereby appointed as Executive Director and Factory Occupier of the Company."

RESOLVED FURTHER THAT any Directors of the Company and/or the Key Managerial Personnel be and are hereby authorized to file necessary e-Forms with Registrar of Companies, take necessary steps to make entries in the Register of Directors and Key Managerial Personnel and their Shareholding and to do all such acts, deeds or things which are necessary to give effect to the said appointment."

**For and on the Behalf of
M/s Viraj Profiles Limited**

**Neeraj Raja Kochhar
Chairman & Managing Director
DIN - 00115140
Address - 4, Vikas Park, Juhu Tara Road
Mumbai, Maharashtra - 400049**

Corporate Office:

Viraj Tower, Ground & 1st Floor, Junction of Andheri Kurla Road, Western Express Highway, Near Land Mark Building, Andheri (East), Mumbai - 400069, India
Tel.: +91 22 6276 6200, Fax: +91 22 2683 1313
Website: www.viraj.com

Registered & Marketing Office:

G-34, MIDC Tarapur Industrial Area, Boisar, Taluka & Dist. Palghar, Maharashtra - 401 506, India
Tel.: +91 904 999 1021-28
Fax: +91 (2525) 260 159 / 274 420

Manufacturer of Stainless Steel: WIRES • WIRE RODS • WELDING WIRES • FASTENERS • BRIGHT BARS • PROFILES • FLANGES

CIN NO. U28112MH100691C006925

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 24th ANNUAL GENERAL MEETING OF MEMBERS OF VIRAJ PROFILES LIMITED HELD ON WEDNESDAY I.E. 30th SEPTEMBER 2020 AT 11:00 AM THE REGISTERED OFFICE OF THE COMPANY AT G-34, MIDC TARAPUR INDUSTRIAL AREA, BOISAR, TALUKA - PALGHAR, DIST. - THANE, TARAPUR, MAHARASHTRA - 401 506 (through Video Conference Facility (VC) / Other Audio Visual Means (OAVM) in terms of circular no. 20/2020 dated May 5, 2020 issued by Ministry of Corporate Affairs (MCA) read with circular no 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively)

Item no. 5 – Approval of increase in Remuneration to Mr. Pawankumar Gopinath Bajaj (DIN: 08674519), Additional Director of the Company.

To consider, and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (the Act), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and as recommended by the Board of Directors the Company and the resolution approved by the members in the Annual General Meeting of the company held on September 30, 2020, and as recommended by the Board of Directors vide resolution passed in their meeting held on 07th Sept 2020, the consent of the members be and is hereby accorded to increase in the remuneration of Mr. Pawankumar Gopinath Bajaj as give below-

1. Fixed remuneration to Rs. 6,66,667/- (Rupees Six Lacs Sixty Thousand Six Hundred Sixty Seven Only) per month i.e. Rs. 80,00,000/- (Rupees Eighty lacs Only) per annum.
2. Variable remuneration of Rs. 10,00,000/- (Rupees Ten Lacs Only) per annum based upon agreed KRA/KPI.
3. One time performance reward of Rs. 51,00,000/- (Rupees Fifty One Lacs Only) upon closure of Manual Mills and developing those sizes in SRM

RESOLVED FURTHER THAT, all the other terms and conditions of his appointment including perquisites and other allowances to be paid to him shall remain the same as recommended by the Nomination & Remuneration Committee and approved by the board.

RESOLVED FURTHER THAT the Board or the Company Secretary be and is hereby severally authorized to finalize, settle and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid payment of remuneration, to delegate all or any of the above powers to any Committee of the Board of Directors or any Director(s) / Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion including filing of necessary forms with the Registrar of Companies, Mumbai for the purpose of giving effect to this resolution."

While discussing Item No.-5 (To Consider Increase in Remuneration of Mr. Pawankumar Gopinath Bajaj) of the agenda at that time Mr. Bajaj was not present in the meeting and not forming as a part of the quorum

**For and on the Behalf of
M/s Viraj Profiles Limited**

**Neeraj Raja Kochhar
Chairman & Managing Director
DIN – 00115140
Address – 4, Vikas Park, Juhu Tara Road,
Mumbai, Maharashtra – 400049**

Corporate Office:

Viraj Tower, Ground & 1st Floor, Junction of Andheri Kurla Road, Western Express Highway, Near Land Mark Building, Andheri (East), Mumbai - 400069, India
Tel.: +91 22 6276 6200, Fax: +91 22 2683 1313
Website: www.viraj.com

Registered & Marketing Office:

G-34, MIDC Tarapur Industrial Area, Boisar, Taluka & Dist. Palghar, Maharashtra - 401 506, India
Tel.: +91 904 999 1021-28
Fax: +91 (2525) 260 159 / 274 420

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 24th ANNUAL GENERAL MEETING OF MEMBERS OF VIRAJ PROFILES LIMITED HELD ON WEDNESDAY I.E. 30th SEPTEMBER 2020 AT 11:00 AM THE REGISTERED OFFICE OF THE COMPANY AT G-34, MIDC TARAPUR INDUSTRIAL AREA, BOISAR, TALUKA - PALGHAR, DIST. - THANE, TARAPUR, MAHARASHTRA - 401 506 (through Video Conference Facility (VC) / Other Audio Visual Means (OAVM) in terms of circular no. 20/2020 dated May 5, 2020 issued by Ministry of Corporate Affairs (MCA) read with circular no 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively)

Item no. 6 - Regularization of appointment of Mrs. Usha Vijay Kochhar (08736510), as a Non-executive Director of the Company:

To consider, and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to section 152 and other applicable provisions, rules made under Companies Act, 2013 ("the Act") and Articles of Association of the Company, **Mrs. Usha Vijay Kochhar (08736510)** who was appointed as an Additional Non-executive Director of the Company with effect from **April 22, 2020** and who holds office only up to the date of this Annual General Meeting of the Company, be and is hereby appointed as Non-executive Director of the Company."

RESOLVED FURTHER THAT any Directors of the Company and/or the Key Managerial Personnel be and are hereby authorized to file necessary e-Forms with Registrar of Companies, take necessary steps to make entries in the Register of Directors and Key Managerial Personnel and their Shareholding and to do all such acts, deeds or things which are necessary to give effect to the said appointment."

**For and on the Behalf of
M/s Viraj Profiles Limited**

**Neeraj Raja Kochhar
Chairman & Managing Director
DIN – 00115140
Address – 4, Vikas Park, Juhu Tara Road
Mumbai, Maharashtra – 400049**

Corporate Office:

Viraj Tower, Ground & 1st Floor, Junction of Andheri Kurla Road, Western Express Highway, Near Land Mark Building, Andheri (East), Mumbai - 400069. India
Tel.: +91 22 6276 6200, Fax: +91 22 2683 1313
Website: www.viraj.com

Registered & Marketing Office:

G-34, MIDC Tarapur Industrial Area, Boisar, Taluka & Dist. Palghar, Maharashtra - 401 506. India
Tel.: +91 904 999 1021-28
Fax: +91 (2525) 260 159 / 274 420

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 24th ANNUAL GENERAL MEETING OF MEMBERS OF VIRAJ PROFILES LIMITED HELD ON WEDNESDAY I.E. 30th SEPTEMBER 2020 AT 11:00 AM THE REGISTERED OFFICE OF THE COMPANY AT G-34, MIDC TARAPUR INDUSTRIAL AREA, BOISAR, TALUKA - PALGHAR, DIST. - THANE, TARAPUR, MAHARASHTRA - 401 506 (through Video Conference Facility (VC) / Other Audio Visual Means (OAVM) in terms of circular no. 20/2020 dated May 5, 2020 issued by Ministry of Corporate Affairs (MCA) read with circular no 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively)

Item no. 7 – Approval of Loan by the Company in Terms of provision of Section 185 of Companies Act 2013:

To consider and if through fir, to pass with or without modification, the following Resolution as a Special Resolution.

"RESOLVED THAT pursuant to section 179 and Section 185 of the Companies Act 2013 and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modifications and re-enactments thereof, for the time being in force), based on recommendation of Audit Committee and approval of Board of Directors of the company, consent of the members of the company be and is hereby accorded to advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested** as mentioned below.

Name of the Firm	Type of Transaction	Purpose of Utilization of Amount
Nityaa Processor LLP (w.e.f 25.08.2020) (Formally Known as Viraj Wrapping LLP)	Purchase of Corrugated Boxes and Stainless Steel Ingots	To get the best quality, timely delivery and at the best competitive prices.
Vaishno Mega Movers LLP	Purchase of Services relating to export and import related freight forwarding, Custom clearance and Logistics services	To get the best and fast services at the best competitive prices.

****any person in whom any of the director of the company is interested means:-**

- any private company of which any such director is a director or member;
- any body corporate at a general meeting of which not less than twenty-five per cent. of the total voting power may be exercised or controlled by any such director, or by two or more such directors, together; or
- any body corporate, the Board of directors, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company.

RESOLVED FURTHER THAT above mentioned amount provided by the company to the said person shall be subject to the limits approved under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Director and Key Managerial Personnel of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies."

**For and on the Behalf of
M/s Viraj Profiles Limited**

Neeraj Raja Kochhar
Chairman & Managing Director
DIN – 00115140
Address – 4, Vikas Park, Juhu Tara Road
Mumbai, Maharashtra – 400049

Corporate Office:

Viraj Tower, Ground & 1st Floor, Junction of Andheri Kurla Road, Western Express Highway, Near Land Mark Building, Andheri (East), Mumbai - 400069. India
Tel.: +91 22 6276 6200, Fax: +91 22 2683 1313
Website: www.viraj.com

Registered & Marketing Office:

G-34, MIDC Tarapur Industrial Area, Boisar, Taluka & Dist. Palghar, Maharashtra - 401 506. India
Tel.: +91 904 999 1021-28
Fax: +91 (2525) 260 159 / 274 420

Manufacturer of Stainless Steel: WIRES • WIRE RODS • WELDING WIRES • FASTENERS • BRIGHT BARS • PROFILES • FLANGES

CIN NO. - U28113MH1996PLC096835