

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of Viraj Profiles Private Limited (formerly known as Viraj Profiles Limited) (CIN: U28113MH1996PTC096835) will be held on **Sunday, 15th December, 2024 at 10:00 a.m.** at the registered office of the company situated at "223, Exult Developers, Nr Vesu SS, Vesu, Surat, Gujarat, India, 395007 to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1:

TO CONSIDER AND ADOPT

- (a) the Audited Standalone Financial Statements along with notes and annexures of the Company for the Financial Year ended March 31, 2024, and the Reports of the Board of Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statements along with notes and annexures of the Company for the Financial Year ended March 31, 2024, and the Report of Auditors thereon.

ITEM NO. 2:

TO DECLARE THE FINAL DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDING MARCH 31, 2024

To declare Final Dividend of Re. 50/- (Fifty Paise Only) per share on the Equity Share of the Company for the financial year ended on 31st March 2024.

ITEM NO. 3:

To consider reappointment of M/s. T R Chadha & Co LLP, Chartered Accountants (Firm Registration Number: 006711N / N500028), as statutory auditors of the Company for a further period of 5 years 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 Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with the Companies (Audit and Auditors) Rules, 2014 (Rules), as amended from time to time M/s. T R Chadha & Co LLP, Chartered Accountants (Firm Registration Number: 006711N / N500028), be and is hereby re-appointed as the Statutory Auditors of the Company for further term of 5 years, to hold office from the conclusion of 28th Annual General Meeting (AGM) till the conclusion of 33rd AGM of the Company to be held in the year 2029 on such remuneration as may be mutually agreed upon by the Board of Directors and the Statutory Auditors, payable in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred;



Corporate Office:

Viraj Tower, Ground & 1st Floor, Junction of Andheri Kurla Road, Western Express Highway, Near Land Mark Building, Andheri (East), Mumbai - 400069, India | T : +91-22 6276 6200

Factory Office:

G-34, MIDC Tarapur Industrial Area, Boisar, Dist. - Palghar, Maharashtra - 401506, India
T : +91-2525 660 600

Registered Office:

223, Exult Developers, Nr Vesu SS, Vesu, Surat - 395007, Gujarat, India

RESOLVED FURTHER THAT any of the Board of Directors or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to sign and file the necessary E-Form with the Registrar of Companies and generally do all such acts, deeds, matters, things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

SPECIAL BUSINESS:

ITEM NO. 4:

TO RATIFY REMUNERATION PAYABLE TO THE COST AUDITOR FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2024:

To ratify remuneration payable to Cost Auditor for the financial year ending 31st March 2024 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 read with Rule 14 of 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 of Rs. 3,50,000/- (Rupees Three Lakhs and Fifty Thousand Only) plus applicable taxes and out-of-pocket expenses payable to M/s V.J Talati & Co., Cost Accountants, having Firm Registration No. R00213, for conducting the cost audit of the Company for the Financial Year ending 31st March 2024, as approved by the Board of Directors of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT any of the Board of Directors or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

For further details please refer to the Explanatory Statement annexed to the Notice convening this Meeting.

Place: Mumbai

Date: 11th December, 2024

Registered Office:

223, Exult Developers, Nr Vesu SS, Vesu,
Surat, Gujarat, India, 395007

Corporate Office:

First Floor, Viraj Tower, Junction of Andheri Kurla Road,
Western Express Highway, Near Land Mark Building, Andheri
(East), Mumbai- 400093, Maharashtra

Email: csecretary@viraj.com

Website: <http://www.viraj.com>



By the Order of the Board of Directors,
For Viraj Profiles Private Limited
(formerly known as Viraj Profiles
Limited)



Dhara Jain
Company Secretary
FCS No. 9037

Corporate Office:

Viraj Tower, Ground & 1st Floor, Junction of
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Vesu, Surat - 395007,
Gujarat, India

Notes:

1. Pursuant to Section 105 read with the Rule 19 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013, a Member who is entitled to attend and vote at the Annual General Meeting (AGM) is also entitled to appoint a Proxy for attending and voting in the AGM on behalf of member. Also the Proxy need not be a Member of the Company. As per the above-mentioned provisions of the Companies Act, 2013 read with Secretarial Standard-2 (SS-2) issued by The Institute of Company Secretaries of India, a Proxy can act on behalf of Members not exceeding 50 and holding in aggregate not more than 10% of the total issued share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total issued share capital of the Company carrying Voting Rights may appoint a single person as Proxy and such person shall not act as a Proxy for another person or member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company at least 48 hours prior to the commencement of the AGM. The proxy form is annexed to this report.
2. Members/Proxies are requested to hand over the attached 'Attendance Slip' duly filled in, at the entrance of the venue of the Meeting for attending the Meeting.
3. The Register of Directors, and Key Managerial Personnel along with their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of contracts or arrangements will be available for inspection at the time of Annual General Meeting.
4. Over the years, as a result of the allotment of shares arising out of earlier mergers, there is the possibility of a member having multiple folios, therefore we request the members to consolidate multiple folios existing in the same name and in identical order. Many of the members have already done so. In case you decide to consolidate your folio, you are requested to forward your share certificates to the registered office of the Company.
5. Members are requested to note that in case of transfer, deletion of the name of the deceased member, transmission, and transposition of names in respect of shares, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), the legal heir(s) and joint holders(s) respectively, along with other necessary documents at the time of lodgment of request for these transactions, is mandatory.
6. Members desiring for any information relating to this Annual Report are requested to write to the Company well in advance in order to enable the management to keep the information readily available.
7. Members are requested to bring their copies of the Annual Report at the time of meeting.
8. In order to promote the "Green Initiative" taken by the Ministry of Corporate Affairs permitting paperless compliance and faster communications, Members who have not registered their e-mail address so far are requested to register their e-mail address with the Company.
9. The Voting will be held by "Show of hands" or by Saying "Yes".



10. Members seeking any information with respect to the agenda papers or its Annexures to be discussed at the AGM are requested to write to the Company through email at csecretary@viraj.com
 11. In view of complying with the provisions of the Companies Act, 2013, the Notice of the 28th AGM along with the audited financial statements of the Company for the financial year ended March 31, 2024 along with the Reports of the Board of Directors thereon are being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice along with the aforementioned documents shall also be available on the Company's website www.viraj.com.
 12. The explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, setting out material facts in respect of items no. 3 is annexed hereto.
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Viraj Profile Private Limited
MUMBAI



VIRAJ PROFILES PRIVATE LIMITED
Building A Sustainable Stainless World

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT 2013

Item No. 04:

TO RATIFY REMUNERATION PAYABLE TO COST AUDITOR FOR THE FINANCIAL YEAR ENDING 31ST MARCH 2024

The Board has approved the appointment of M/s. V.J Talati & Co., Cost Accountants (Firm Registration No.R00213), Mumbai as a Cost Auditor of the Company for the Financial Year ending 31st March 2024 at a remuneration of Rs. 3.50 lakh plus service tax and out-of-pocket expenses.

The Company has received the certificate from the Cost Auditor stating that he is independent and eligible for appointment as Cost Auditor and does not disqualify under Section 141 of the Companies Act, 2013. Pursuant to provisions of Section 148 of the Companies Act, 2013, the appointment and remuneration payable to the Cost Auditor are required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing a resolution as set out in Item No. 4.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution.

The Board recommends the resolution set out in Item No. 4 for approval by the members of the Company.

Place:Mumbai

Date: 11th December, 2024

Registered Office:

223, Exult Developers, Nr Vesu SS, Vesu,
Surat, Gujarat, India, 395007

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First Floor, Viraj Tower, Junction of Andheri Kurla Road,
Western Express Highway, Near Land Mark Building, Andheri
(East), Mumbai- 400093, Maharashtra

Email: csecretary@viraj.com

Website: <http://www.viraj.com>



By the Order of the Board of Directors,
For Viraj Profiles Private Limited
(formerly known as Viraj Profiles
Limited)

Dhara Jain
Company Secretary
FCS No. 9037

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Form No. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration), Rules 2014]

CIN	
Name of the Company	
Registered Office	
Name of member(s)	
Registered address	
E-mail Id	
No. of shares held	
Folio No. / Client Id	
DP Id	

* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above-named Company hereby appoint:

S.No.	Name	Address	Email address	Signature
1				
2				
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **28th Annual General Meeting** of the Company to be held on **Sunday, 15th day of December, 2024 at 10:00 a.m.** at the registered office situated at **223, Exult Developers, Nr Vesu SS, Vesu, Surat, Gujarat, India, 395007** and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolution	For	Against
	Ordinary Resolution		
1			
2			
	Special Resolution		
3			

Signed this day of..... 2024
Signature of shareholder.....
Signature of Proxy holder(s).....

Affix Revenue Stamp not less than Re.0.15

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
4. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement, and Notes we request you to refer to the Notice of 27th Annual General Meeting.
6. Please complete all details including details of member(s) in the above box before submission.

ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 28th Annual General Meeting of the Company on Sunday, 15th day of December 2024 at 10:00 a.m. at 223, Exult Developers, Nr Vesu SS, Vesu, Surat, Gujarat, India, 395007

DPID * :	Folio No. :
Client Id * :	No. of Shares :

* Applicable for investors holding shares in electronic form.

Signature of Shareholder(s)/proxy

Note:

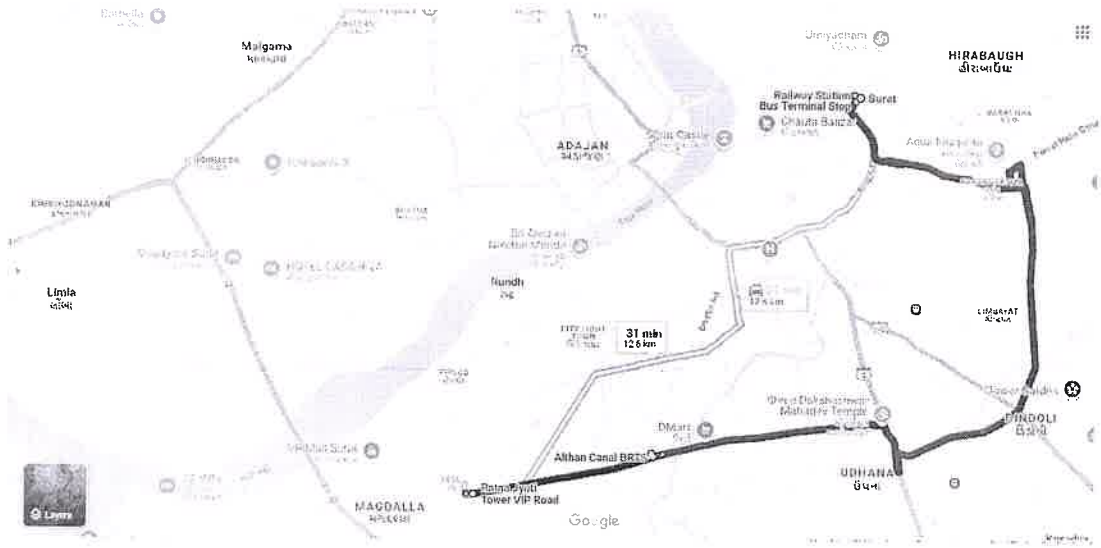
1. Please fill out this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip, and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Copy of the Annual Report for Financial Year 2023-2024 and Notice of the Annual General Meeting (AGM) along with the Attendance Slip and Proxy Form is being sent to all the members through courier.
4. Physical copy of the Annual Report for Financial Year 2023-2024 and Notice of the 28th Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested a hard copy.

Route Map of the 28th Annual General Meeting

Date: 15th December, 2024 (Sunday)

Time: 10:00 AM

Venue: 223, Exult Developers, Nr Vesu SS, Vesu, Surat, Gujarat, India, 395007



Google map link: <https://maps.app.goo.gl/LAvxZ2NkrP8SHmDAA>