



NIRAJ CEMENT STRUCTURALS LIMITED

CIN: L26940MH1998PLC114307

Registered Office: Niraj House, Sunder Baug, Near Deonar Bus Depot,
Chembur (E), Mumbai -400088, E-mail- info@niraj.co.in, Phone - +91 22 2551 3541

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (“EGM”) of the Members of **Niraj Cement Structurals Limited** (“the Company”) will be held on Tuesday, January 10, 2017 at 11:30 A.M. at the registered office of the Company - Niraj House, Sunder Baug, Near Deonar Bus Depot, Chembur (E), Mumbai – 400088, to transact the following business:

Special Business:

ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:

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

“RESOLVED THAT in supersession of the special resolution passed by way of Postal Ballot on December 12, 2016 (“said resolution”) and pursuant to the provisions of Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI (ICDR) Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended and the rules, regulations, notifications and circulars issued there under and consolidated FDI Policy dated May 12, 2015 (the “Foreign Exchange Regulations”) as amended and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”) and all such other approvals, consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, upto 1,50,00,000 (One Crore Fifty Lakhs) convertible warrants (the “Warrants”) on a preferential basis to the others i.e. persons/entities not forming part of the Promoters / Promoter Group (“Warrant Holder(s)” / “Proposed Allottee(s)”), as mentioned in the statement setting out material facts, entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the face value of Rs. 10/- (the “Equity Shares”) each fully paid-up against each Warrant within a period of 18 (eighteen) months from the date of allotment of Warrants, in such manner and at such price as may be arrived at in accordance with the SEBI (ICDR) Regulations and the Foreign Exchange Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the provisions of SEBI (ICDR) Regulations (including Chapter VII thereof), the Foreign Exchange Regulations or other applicable laws in this respect.

RESOLVED FURTHER THAT the resultant equity shares to be allotted on conversion of Warrants in terms of this Resolution shall rank pari passu in all respects with the existing Equity Shares of the Company and shall be subject to Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT the aforesaid issue of the Warrants shall be on the following terms and conditions:

- i. The “relevant date” for the purpose of determining the minimum price of the Warrants under the SEBI (ICDR) Regulations is December 11, 2016, being the date 30 (thirty) days prior to the date of passing of this Resolution by the Members of the Company at its EGM;
- ii. The price of each equity share to be issued in lieu of the Warrants will be calculated in accordance with the provisions of Regulation 76(1) of Chapter VII of the SEBI (ICDR) Regulations on the basis of the relevant date being the date i.e. 30 days prior to the date of passing of special resolution by the Members of the Company at its EGM;
- iii. In accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 25% (Twenty Five Percent) of the consideration payable against the warrants, shall be paid by the warrant holder(s) to the Company on or before allotment of the warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of Equity Shares pursuant to exercise of option of conversion against each such Warrant;
- iv. The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants;
- v. The warrant holder(s) shall be entitled to exercise the option of conversion of any or all of the warrants in one or more tranches by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the warrant holder(s);

- vi. If the entitlement against the warrants to apply for the Equity Shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder(s) to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited;
- vii. In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant Holder: a) receives such number of Equity Shares that Warrant Holder would have been entitled to receive; and b) pays such consideration for such Equity Shares to the Company which Warrant Holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;
- viii. Upon exercise by warrant holder the option of conversion of any or all of the warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to warrant holder(s), evidence of the credit of the Equity Shares to the depository account of warrant holder(s) and entering the name of warrant holder(s) in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares;
- ix. The warrants by itself until exercise of conversion option and Equity Shares allotted, does not give to the warrant holder(s) thereof any rights with respect to that of a shareholder(s) of the Company; and
- x. The warrants and equity shares allotted pursuant to conversion of such warrants shall be subject to lock-in as stipulated under the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the warrants shall be issued and allotted by the Company to the warrants holders within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, the Board and such other persons as may be authorized by the Board, on behalf of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the Warrants and upon conversion of the Warrants into Equity Shares, listing of the said Equity Shares with the Stock Exchange and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, sign all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any duly constituted and authorized Committee of Directors or any one or more Directors/officials of the Company to give effect to this Resolution.”

By order of the Board of Directors
For **Niraj Cement Structurals Limited**

Date: December 15, 2016
Place: Mumbai

Gulshan Vijaykumar Chopra
Managing Director
DIN: 01068051

Registered Office:

Niraj House, Sunder Baug, Near Deonar Bus Depot,
Chembur (E), Mumbai – 400088.

NOTES:-

1. A statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business as set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent 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 proxy for any other shareholder. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the EGM. A Proxy form is sent herewith.
3. Members/Proxy holder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.

4. Corporate members intending to depute their authorized representatives to attend the meeting are requested to send to the Company a duly certified true copy of their Board Resolution/Power of Attorney authorising their representatives to attend and vote on their behalf at the meeting.
5. Only registered members of the Company or any proxy appointed by such registered member may attend the EGM as provided under the provisions of the Companies Act, 2013.
6. The Company is pleased to provide its Members the facility to cast their vote on the resolution by electronic means ("E-voting").
7. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rules made there under and applicable rules of SEBI (LODR) Regulations, 2016 the Company is offering e-voting facility to all Members of the Company and the business may be transacted through e-voting services provided by Central Depository Services Limited, who will be facilitating e-voting to enable the Members to cast their vote electronically. The Members can cast their vote online from 10.00 AM on January 7, 2017 to 5.00 P.M. on January 9, 2017 (Both days Inclusive). The Members shall refer to the detailed procedure on e-voting given in the e-voting instruction herein below.
8. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
9. At the EGM, at the end of discussion on the resolution, the Chairman will order voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility.
10. The Board has appointed Mr. Krishna Rathi, Practising Company Secretary, as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not being in the employment of the Company and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The result on Resolution shall be declared at or after the EGM and subject to the receipt of requisite votes, the Resolution shall be deemed to be passed on the date of the EGM. The results declared alongwith the scrutinizer's report will be available on the website of the Company (www.niraj.co.in) and on CDSL's website (www.cdslindia.com) within two days of passing of the Resolution.
11. Notice of the EGM is being sent electronically by e-mail, to those shareholders who have registered their e-mail addresses with the Depositories and by courier to all the remaining shareholders whose names appear in the Company's Register of Members as at the close of business hours on December 9, 2016.
12. Members / Proxies are requested to bring their duly filled attendance slip sent herewith at the EGM.
13. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during the office hours on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the EGM.
14. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive any communication from the Company electronically.
16. The Notice of EGM is also placed on the website of the Company: www.niraj.co.in and website of the depository, CDSL: www.cdslindia.com.

Voting through electronic means:

In compliance with the provisions of Sections 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India, the Company is providing its Members the facility of "remote e-voting" to exercise their rights to vote at the EGM of the Company. The e-voting facility is being provided through e-voting services provided by CDSL. The instructions for members for voting electronically are as under:

SECTION A: E-VOTING PROCESS

Step 1: Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.

Step 2: Now click on "Shareholders" to cast your votes.

Step 3: Now, fill up the following details in the appropriate boxes:

User-ID a) For CDSL: 16 digits beneficiary ID

b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID

c) Members holding shares in physical form should enter the Folio Number registered with the Company.

Step 4: Next, enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to then your existing password is to be used.

Step 5: If you are a first time user, follow the steps given below:

For members holding shares in demat form 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)

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.

DOB#: Enter the Date of Birth as recorded in dd/mm/yyyy format.

Dividend Bank Details#: Enter the Dividend Bank Details as Bank recorded in your demat account or the Company records for the said folio.

If the details are not recorded with the Depository or Company, please enter the number of Shares held by you in the bank account column.

Please enter the DOB or dividend bank details in order to login.

Step 6: After entering these details appropriately, click on "SUBMIT" tab.

Step 7: Members holding shares in physical form will then directly reach the Company selection screen. However, first time user 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 can also be used by the demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that the 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.

If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Step 8: For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

Step 9: Click on the EVSN for Niraj Cement Structurals Limited on which you choose to vote.

Step 10: On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.

Step 11: Click on the Resolution File Link if you wish to view the entire Notice.

Step 12: 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. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

Step 13: You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

Step 14: Note for Non-Individual Members and Custodians:

- Non-Individual Members (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
- A scan 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.

SECTION B: OTHER E-VOTING INSTRUCTIONS

17. The e-voting period commences on 10.00 AM on Saturday, January 7, 2017 and ends on 5.00 PM on Monday, January 9, 2017 (Both days Inclusive). During this period, shareholders of the Company, holding shares either in physical form or in the dematerialized form, as on cut off date of Tuesday, January 3, 2017 may cast their votes electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on the resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting rights of shareholders shall be in proportion to their shares of the paid up Equity Share capital of the Company.

Mr. Krishna Rathi, Practising Company Secretary (Membership No.: ACS 27903; CP No: 10079) (Address: Office No. 22, 2nd Floor, Hi-Life Mall, P. M. Road, Santacruz (West), Mumbai-400054, Maharashtra, India) has been appointed as the Scrutinizer to scrutinize the e-voting process.

In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com.

Contact Details

Company	: Niraj Cement Structurals Limited
Regd. Office	: Sunder Baug, Opp. Deonar Bus Depot, Chembur (E), Mumbai-400088, Maharashtra, India.
CIN	: L26940MH1998PLC114307
Email	: info@niraj.co.in
Registrar and Transfer Agent	: Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L B S Road, Bhandup (West), Mumbai - 400 078 Tel: 022-25963838 Fax: 022-25960329
E-Voting Agency	: Central Depository Services (India) Ltd.
Email	: helpdesk.evoting@cdslindia.com
Phone	: +91-22 2551 3541/22 66027100
Scrutinizer	: Mr. Krishna Rathi, Practising Company Secretary Email: krishna@krassociates.in

By order of the Board of Directors
For **Niraj Cement Structurals Limited**

Date: December 15, 2016
Place: Mumbai

Gulshan Vijaykumar Chopra
Managing Director
DIN: 01068051

Registered Office:

Niraj House, Sunder Baug, Near Deonar Bus Depot,
Chembur (E), Mumbai – 400088.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement pursuant to Section 102(1) of the Companies Act, 2013 sets out all material facts relating to the special business mentioned in the accompanying Notice and Regulation 73 of the SEBI (ICDR) Regulations.

The Shareholders of the Company had passed a resolution, through postal ballot, on December 12, 2016 for issue of convertible warrants by way of preferential issue to the following promoters and others:

Name of the proposed allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
Gulshan Vijaykumar Chopra	Promoter	-	30,00,000
Asha Vijaykumar Chopra	Promoter Group	-	20,00,000
Pooja Gulshan Chopra	Promoter Group	-	10,00,000
Translands Infrastructure Developers Private Limited	Body Corporate	Mr. Ravindran Ramakrishnan Nair	15,00,000
Oscar Infra Private Limited	Body Corporate	Mr. Rajesh Ramchandra Pathak	15,00,000
Airspace Infra Structure Pvt. Ltd.	Body Corporate	Mrs. Vina Viren Ahuja	15,00,000
Bermaco Energy System Limited	Body Corporate	Mr. Viren Ahuja	15,00,000
Umesh Chamdia	Individual	-	10,00,000
Deven Jitendra Mehta	Individual	-	20,00,000

However, Mr. Gulshan Vijaykumar Chopra, Ms. Asha Vijaykumar Chopra and Ms. Pooja Gulshan Chopra, the promoters of the Company, have conveyed their unwillingness to subscribe to the convertible warrants. Accordingly, the Board of Directors at their meeting held on December 15, 2016 considered the letter received from the promoters conveying their unwillingness to subscribe and subject to the approval of Shareholders of the Company, decided to issue the warrants to Chem Logistics & Infra Private Limited. Accordingly, as per Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended and the rules made there under (the “Act”) and other applicable provisions, if any, and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI (ICDR) Regulations”) and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, approval of shareholders of the Company by way of special resolution is required for allotment of warrants on preferential basis to proposed allottees.

The allotment of the Warrants is subject to the proposed allottees not having sold any Equity Shares of the Company during the 6 (six) months preceding the 'relevant date'. The proposed allottees have represented that they have not sold any equity shares of the Company during the 6 (six) months preceding the relevant date.

The relevant disclosures as required in terms of the Act and SEBI (ICDR) Regulations are as under:

a) Object(s) of the issue through preferential issue:

To augment the long-term funding needs of the Company viz. To meet the working capital requirement, reduce debt and support the expansion of the business and for general corporate purposes.

b) Proposal of the Promoters / Directors / Key Management Persons of the Company to subscribe to the preferential issue:

The preferential issue of Warrants is being made to others. No Warrants or Equity Shares are being offered to Promoters, Directors, Key Managerial Personnel or relatives of Promoters, Directors and Key Managerial Personnel of the Company.

c) Shareholding Pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after the Preferential Issue offer would be as under:

Category	Pre-issue Shareholding as on September 30, 2016		Post issue of equity shares after issue of equity shares under the proposed preferential issue #	
	Total No. of Shares	% of Shareholding	Total No. of Shares	% of Shareholding
Shareholding of Promoter and Promoter Group				
Individual:				
Asha Vijaykumar Chopra	6,13,300	5.68	6,13,300	2.38
Vijaykumar Rajkumar Chopra	6,86,551	6.36	6,86,551	2.66
Gulshan V Chopra	19,40,946	17.99	19,40,946	7.53
Total shareholding of Promoter and Promoter Group	32,40,797	30.03	32,40,797	12.57
Public shareholding				
Institutions				
Mutual Fund	0	0.00	0	0.00
Venture Capital Funds	0	0.00	0	0.00
Alternate Investment Funds	0	0.00	0	0.00
Foreign Venture Capital Investors	0	0.00	0	0.00
Foreign Portfolio Investor	0	0.00	0	0.00
Financial Institutions / Banks	0	0.00	0	0.00
Insurance Companies	0	0.00	0	0.00
Provident Funds/ Pension Funds	0	0.00	0	0.00
Central Government/ State Government(s)/ President of India	0	0.00	0	0.00
Sub Total (A)	0	0.00	0	0.00
Non-Institutions				
Individuals	52,26,369	48.42	82,26,369	31.89
NBFCs registered with RBI	0	0.00	0	0.00
Employee Trusts	0	0.00	0	0.00
Overseas Depositories (holding DRs) (balancing figure)	0	0.00	0	0.00
Trusts	30	0.00	30	0.00
Hindu Undivided Family	5,14,548	4.76	5,14,548	1.99
Non Resident Indians (Non Repat)	35,504	0.33	35,504	0.13
Non Resident Indians (Repat)	1,62,932	1.51	1,62,932	0.64
Clearing Member	3,76,200	3.49	3,76,200	1.46
Bodies Corporate	12,36,420	11.46	1,32,36,420	51.32
Sub Total (B)	75,52,003	69.97	2,25,52,003	87.43
Total Public Shareholding (A+B)	75,52,003	69.97	2,25,52,003	87.43
Total Shareholding	1,07,92,800	100.00	2,57,92,800	100.00

#Assuming exercise by the Proposed Allottees for conversion of all the Warrants.

d) The time within which the preferential allotment shall be completed:

The warrants shall be allotted within a period of 15 (fifteen) days from the date of passing of the Resolution by the Shareholders of the Company provided where the allotment is pending on account of any approval from any regulatory authority / Central Government the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

e) The identity of the natural person(s) who are the ultimate beneficial owner(s) of the shares proposed to be allotted and/or who ultimately control the proposed allottee(s), the percentage of post-preferential issued capital that may be held by the said allottee(s) and change in control, if any, in the Company consequent to the preferential issue:

Name of the proposed allottees	Category	Ultimate Beneficial Owner	Pre-issue Equity shareholding		No. of Warrants to be allotted	Post issue shareholding (After exercise of Warrants)	
			No. of shares	%	No. of shares	No. of shares	%
Chem Logistics & Infra Private Limited	Body Corporate	Mr. Rupinder Singh Gill	0	0.00	60,00,000	60,00,000	23.26
Translands Infrastructure Developers Private Limited	Body Corporate	Mr. Ravindran Ramakrishnan Nair	0	0.00	15,00,000	15,00,000	5.82
Oscar Infra Private Limited	Body Corporate	Mr. Rajesh Ramchandra Pathak	0	0.00	15,00,000	15,00,000	5.82
Airspace Infra Structure Pvt. Ltd.	Body Corporate	Mrs. Vina Viren Ahuja	0	0.00	15,00,000	15,00,000	5.82
Bermaco Energy System Limited	Body Corporate	Mr. Viren Ahuja	0	0.00	15,00,000	15,00,000	5.82
Umesh Chamdia	Individual	-	0	0.00	10,00,000	10,00,000	3.88
Deven Jitendra Mehta	Individual	-	0	0.00	20,00,000	20,00,000	7.75

*Assuming full exercise of Warrants by the proposed allottees.

The proposed preferential allotment will not result in any change in management control of the Company.

f) Pricing of the preferential issue:

The pricing of the Equity Shares to be allotted as a result of conversion of warrants on preferential basis shall not be lower than the price determined in accordance with the Chapter VII of SEBI (ICDR) Regulations.

The issue of equity shares arising out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of Warrants:

- The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the 26 (twenty six) weeks preceding the relevant date; or
- The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the 2 (two) weeks preceding the 'relevant date'.

The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI (ICDR) Regulations. The price shall be determined on the basis of the quotes available on the Stock Exchange during the preceding twenty six weeks prior to the relevant date.

g) Relevant Date:

The relevant date for the purpose of pricing shall be Sunday, December 11, 2016, being the date which is 30 (thirty) days prior to the date of this Extraordinary General Meeting.

h) Auditors' Certificate:

It is proposed to obtain a certificate from the Statutory Auditors of the Company, certifying that the proposed preferential issue of the Securities is being made in accordance with the requirements contained in Chapter VII of the SEBI ICDR Regulations and the same shall be placed before the shareholders at the EGM.

i) Lock in Period:

The warrants allotted on a preferential basis and the Equity Shares to be allotted pursuant to exercise of option attached to warrants shall be subject to lock-in as per SEBI (ICDR) Regulations.

As per Regulation 78(6) of the SEBI (ICDR) Regulations, the entire pre-preferential shareholding of the above proposed allottee(s), if any, shall be locked-in from the Relevant Date up to the period of 6 months from the date of Trading Approval.

j) The time within which the preferential issue shall be completed:

As required under the SEBI (ICDR) Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the Shareholders of the Company. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

k) Undertakings:

In terms of SEBI (ICDR) Regulations, 2009, the Company hereby undertakes that:

- i. It shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- ii. If the amount payable on account of the recomputation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Warrants / Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottees.

The Board recommends the resolution as set out at for approval of the shareholders as a Special Resolution.

None of the Directors, Key Managerial Personnel or any relative of any of the directors or Key Managerial Personnel of the Company is, in anyway, concerned or interested in the above resolution.

By order of the Board of Directors
For **Niraj Cement Structurals Limited**

Date: December 15, 2016
Place: Mumbai

Gulshan Vijaykumar Chopra
Managing Director
DIN: 01068051

Registered Office:

Niraj House, Sunder Baug, Near Deonar Bus Depot,
Chembur (E), Mumbai – 400088.



NIRAJ CEMENT STRUCTURALS LIMITED

CIN: L26940MH1998PLC114307

Registered Office: Niraj House, Sunder Baug, Near Deonar Bus Depot,
Chembur (E), Mumbai -400088, E-mail- info@niraj.co.in, Phone - +91 22 2551 3541

ATTENDANCE SLIP
Extraordinary General Meeting

SR NO:

Name and Address of the :
Registered Shareholder / Proxy

No. of Share held :

*Dp Id. / Client Id / Regd. Folio :
No.

Name of the Proxy :

(To be filled in, if Proxy Form has been duly deposited with company and proxy attends instead of members)

(* Applicable for investors holding share(s) in electronic form)

I/We hereby record my/our presence at the Extraordinary General Meeting held on Tuesday, January 10, 2017 at 11:30 A.M. at the registered office of the Company - Niraj House, Sunder Baug, Near Deonar Bus Depot, Chembur (E), Mumbai - 400088

Member's/ Proxy's Signature

Note: Please bring this attendance slip duly filled in to the Meeting and handover at the Entrance

E-voting Information

EVSN (Electronic Voting Sequence Number)	USER ID	Password
161213004		



NIRAJ CEMENT STRUCTURALS LIMITED

CIN: L26940MH1998PLC114307

Registered Office: Niraj House, Sunder Baug, Near Deonar Bus Depot,
Chembur (E), Mumbai -400088, E-mail- info@niraj.co.in, Phone - +91 22 2551 3541

PROXY FORM

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

Name of the Member(s) : _____

Registered Address : _____

E-mail ID : _____

Folio No./ Client ID : _____

DP ID : _____

I/We being the Member(s) of _____ equity shares of Niraj Cement Structurals Limited, hereby appoint:

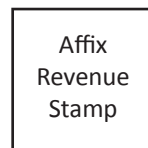
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him;
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him;
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Tuesday, January 10, 2017 at 11:30 A.M. at the registered office of the Company - Niraj House, Sunder Baug, Near Deonar Bus Depot, Chembur (E), Mumbai – 400088 and at any adjournment(s) thereof, in respect of following resolution:

Resolution	Optional	
	For	Against
Special Business: Issue of convertible warrants on preferential basis		

Signed this _____ day of _____ 2017

Signature of Shareholder



Signature of Proxy holder(s)

Note:

- 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.
- For the Resolutions, Explanatory Statement & Notes, please refer to Notice of the Extraordinary General Meeting.
- It is optional to put 'X' in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against the Resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.

EGM Route Map



Registered Office:

Niraj House, Sunder Baug, Near Deonar Bus Depot,
Chembur (E), Mumbai – 400088