



Niraj Cement Structurals Ltd

September 30, 2020

To,
The Corporate Relationship Department
BSE Limited
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Scrip Code: 532986

Ref: Regulation 30 of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Sub: Outcome of the 22nd Annual General Meeting of the Company

This is with reference to the 22nd Annual General Meeting ("AGM") of the Company held on Wednesday, 30th September, 2020 at 9.30 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

In compliance with the provisions of Regulations 44 of the SEBI LODR Regulations, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 as amended, the Company had provided remote e-voting facility to all its members to enable them to cast their vote on all matters listed in the Notice convening the AGM through electronic means during the period commencing from Sunday, 27th September, 2020 (9.00 a.m.) to Tuesday, 29th September, 2020 (5.00 p.m.).

The Company had also provided e-voting facility to the members attending the AGM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) who had not cast their vote earlier through remote e-voting facility. We wish to inform you that all the resolutions contained in the Notice of the AGM were approved by the Members with requisite majority.



CIN : L26940MH1998PLC114307

Office : Niraj House, Sunder Baug, Near Deonar Bus Depot, Deonar, Chembur, Mumbai - 400 088. Tel.: 6602 7100
Fax : 2551 8736 • E-mail : info@niraj.co.in • Website : www.niraj.co.in
Factory : C-55, TTC Industrial Area, Thane Belapur Road, Navi Mumbai. Tel.: 2768 1695 / 2768 0645



Niraj Cement Structurals Ltd

Pursuant to Regulation 30 of the SEBI LODR Regulations, we are submitting herewith the details regarding the brief proceedings of the 22nd AGM of the Company.

Further, we are also enclosing the Report of the Scrutinizer on remote e-voting and e-voting during the AGM.

You are requested to take same on your records.

For Niraj Cement Structurals Limited


Anupkumari Shukla
Company Secretary
ACS No.: 54728



Encl: as above

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Niraj Cement Structurals Ltd

Brief Proceedings of 22nd Annual General Meeting ("AGM") of Niraj Cement Structurals Limited ("Company")

The 22nd Annual General Meeting ("AGM") of the Members of the Company was held on Wednesday, 30th September, 2020 at 9:30 A.M. through Video Conferencing (VC)/ Other AudioVisual Means (OAVM) in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

Mr. Gulshan Chopra, Managing Director of the Company, took the chair. The requisite quorum being present; Mr. Gulshan Chopra called the meeting to order and welcomed the Members of the meeting.

The meeting was virtually attended by 27 Members, all the Directors were present except Mr. Gurpur Kamath due to his age related issue.

Ms. Dimple Geruja, Chairperson of Stakeholder Relationship Committee could not participate in the meeting due to some technical glitch. Further, Secretarial Auditor and Representative of the Statutory Audit or had also attended the meeting. The Company Secretary informed that the Board of Directors had appointed Mr. Nehil Dugar, Practicing Company Secretary (Membership No. A51130 and COP No. 18952) as the Scrutinizer to supervise the e-voting process.

The Company Secretary further informed that the company had provided e-voting facility to the members to cast their vote electronically on all resolutions set forth in the notice. She further informed that the Members who had not yet cast their votes electronically and who were participating in the meeting can cast their votes during the meeting and 30 minutes after the conclusion of the Meeting, through e-voting system provided by the CDSL.

The Chairman informed the members that the Company had taken the requisite steps to enable Members to participate and vote on the items being considered at the AGM.

The details of authorized representations received from corporate shareholders were informed to the Members. Since there was no physical attendance of Members and in compliance with the Circulars issued by the MCA and SEBI, Members were informed that the requirement of appointing proxies was not applicable. Further, the Registers as required under the Companies Act, 2013 were available for inspection in electronic mode, should any Member request for the same.

The Notice convening the AGM and the Auditor's Report for the year ended 31st March, 2020 were taken as read. The Chairman gave an overview of the performance of the Company for the financial year ended 31st March, 2020.



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The following items of business as set out in the notice dated 2nd September, 2020 convening the meeting were transacted through remote e-voting and e-voting during the AGM.

Sr. No.	Brief Particulars of Resolutions	Type of Resolutions	Mode of Voting
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31 st March, 2020, together with the reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	Remote e-voting and e-voting during the AGM
2.	To appoint a Director in place of Mr. Gulshan Chopra (DIN: 01068051) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	Ordinary Resolution	Remote e-voting and e-voting during the AGM

Thereafter, he invited questions from the members. Mr. Gulshan Chopra, Managing Director responded to the queries raised by the shareholders.

The Chairman then thanked the Members for attending and participating in the Meeting. He informed that the e-voting facility will be kept open for the next 30 minutes to enable the Members to cast their vote. Upon completion of the e-voting process the Chairman declared the Meeting closed.

The meeting concluded with a vote of thanks to the Chair and to the Members attending the meeting.

For **Niraj Cement Structurals Limited**


Anupkumari Shukla
Company Secretary & Compliance Officer
ACS No.: 57428



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DNG & ASSOCIATES
Company Secretaries

208, Corporate Avenue, Sonawala Road, Goregaon (E), Mumbai 400063
Contact No. 9029674929; 7977880996, Email id: dng.associates1@gmail.com;

September 30, 2020

To,
The Chairman/ Company Secretary,
Niraj Cement Structurals Limited,
Niraj House, Sunder Baug, Opp. Deonar Bus Depot,
Chembur (East), Mumbai - 400088

Dear Sir/Madam,

Sub: Scrutinizer's Report on remote e-voting and e-voting conducted at the 22nd Annual General Meeting ("AGM") of members of Niraj Cement Structurals Limited ("the Company") held on Wednesday, 30th September, 2020.

Niraj Cement Structurals Limited ("the Company") vide resolution of its Board of Directors dated 2nd September, 2020 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and e-voting conducted at the 22nd Annual General Meeting (AGM) on the resolutions contained in the Notice dated 2nd September, 2020 for the AGM, as prescribed under Section 108 of the Companies Act, 2013 ("the Act") as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The AGM was held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") without the physical presence of the Members at a common venue and in compliance with Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 (collectively "circulars") issued by the Ministry of Corporate Affairs (MCA). The Company had provided e-voting facility at the AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the circulars issued by the MCA and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and e-voting conducted at the AGM on the resolutions contained in the aforesaid Notice of the AGM of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting through remote e-voting and e-voting conducted at the AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the system related to remote e-voting prior to the AGM and e-voting conducted at the AGM as per the facility provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility prior to AGM and e-voting facility at the AGM.

The Ministry of Corporate Affairs vide circulars mentioned above has permitted the holding of Annual General Meeting through VC/OAVM, without physical presence of the Members at a common venue. As required under Section 101 of the Act, a Notice of AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means as per the circulars issued by MCA and SEBI Circular No.

SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (i.e. by email). In compliance with the provisions of MCA circulars, the AGM of the Company was held through VC/OA VM. Following resolutions were proposed for approval by remote e-voting prior to the AGM and e-voting conducted at the AGM by the Members of the Company:

Resolution No. 1 as an Ordinary Resolution for consideration and adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon.

Resolution No. 2 as an Ordinary Resolution for appointment of Mr. Gulshan Chopra (DIN: 01068051), who retired by rotation at this Annual General Meeting and being eligible, had offered himself for re-appointment.

The Company provided remote e-voting facility to the members to cast votes on aforesaid resolutions prior to the AGM. The Company also provided e-voting facility at the 22nd AGM to those members who did not cast their votes through remote e-voting facility, to enable them to cast their votes on the aforesaid resolutions.

Remote e-voting facility was made available to the shareholders of the Company during the period from 9.00 a.m. on Sunday, 27th September, 2020 to 5.00 p.m. on Tuesday, 29th September, 2020.

Accordingly, e-votes casted upto 5.00 p.m. on Tuesday, 29th September, 2020 have been considered for my scrutiny.

After conclusion of 22nd Annual General Meeting, the voting through remote e-voting prior to AGM and e-voting conducted at the AGM were unlocked. In case of shareholders who cast votes through remote e-voting prior to the AGM as well as through e-voting conducted at the AGM, the voting through remote e-voting prior to the AGM of such shareholders was treated as valid. A summary of the votes cast by shareholders through remote e-voting prior to the AGM and e-voting conducted at the 22nd AGM with their pattern of voting is as per **Annexure** attached to this Report.

The results of the voting by members through remote e-voting prior to AGM and e-voting conducted at the 22nd Annual General Meeting in respect of the abovementioned resolutions may accordingly be declared by the Company Secretary of the Company (who has been so authorized by the Chairman in writing) and who has also countersigned this Report.

Thanking you,
Yours sincerely,

**For DNG & ASSOCIATES
COMPANY SECRETARIES**

DUGAL NEHIL GAUTAMCHA ND	Digitally signed by DUGAL NEHIL GAUTAMCHAND Date: 2020.09.30 20:48:17 +05'30'
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NEHIL G. DUGAR
PROPRIETOR
ACS NO.:51130
COP NO.:18952
UDIN: **A051130B000826179**
Place: Mumbai
Date: September 30, 2020

Countersigned By
For Niraj Cement Structurals Limited

ANUPKUMARI RAJNARAYAN SHUKLA	Digitally signed by ANUPKUMARI RAJNARAYAN SHUKLA Date: 2020.09.30 21:37:00 +05'30'
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Anupkumari Shukla
Company Secretary
Membership No. 57428

Annexure A

A. Ordinary Business:

Particulars		Item No. 1: Ordinary Resolution - To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31 st March, 2020, together with the report of the Board of Directors and Auditor thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes in against	% of votes in favour on votes polled	% of votes in against on votes polled
Promoter and Promoter Group	Remote E- voting	52,72,047	39,72,196	75.34	39,72,196	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Total (A)	52,72,047	39,72,196	75.34	39,72,196	0	100.00	0.00
Public - Institutions	Remote E- voting	0	0	0.00	0	0	0.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Total (B)	0	0	0.00	0	0	0.00	0.00
Public – Non Institutions	Remote E- voting	2,01,02,003	1,27,26,673	63.31	1,27,26,671	2	100.00	0.00
	Poll (e-voting at the AGM)		2,109	0.010	2,109	0	100.00	0.00
	Total (C)	2,01,02,003	1,27,28,782	63.32	1,27,28,780	2	100.00	0.00
Total (A+B+C)		2,53,74,050	1,67,00,978	65.82	1,67,00,976	2	100.00	0.00
Result: Approved								

Invalid Votes: There were no invalid vote

Particulars		Item No. 2: Ordinary Resolution - Appointment of Mr. Gulshan Chopra (DIN: 01068051) who retires by rotation and being eligible, offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes in against	% of votes in favour on votes polled	% of votes in against on votes polled
*Promoter and Promoter Group	Remote E- voting	52,72,047	0	0.00	0	0	0.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Total (A)	52,72,047	0	0.00	0	0	0.00	0.00
Public - Institutions	Remote E- voting	0	0	0.00	0	0	0.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Total (B)	0	0	0.00	0	0	0.00	0.00
Public – Non Institutions	Remote E- voting	2,01,02,003	1,27,26,673	63.31	1,27,26,671	2	100.00	0.00
	Poll (e-voting at the AGM)		2,109	0.010	2109	0	100.00	0.00
	Total (C)	2,01,02,003	1,27,28,782	63.32	1,27,28,780	2	100.00	0.00
Total (A+B+C)		2,53,74,050	1,27,28,782	50.16	1,27,28,780	2	100.00	0.00
Result: Approved								

*Since Ms. Pooja Gulshan Chopra, Ms. Aishwarya Gulshan Chopra and Mr. Siddhant Gulshan Chopra are related and Mr. Gulshan Chopra are related to promoter and promoter group their vote has not been considered.

Invalid Votes: There were no invalid vote