



Niraj Cement Structurals Ltd

POSTAL BALLOT NOTICE

[Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Members,

Niraj Cement Structurals Limited

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 110 of the Companies Act, 2013 (“Act”) and read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”) for holding general meetings/conducting postal ballot through e-voting vide General Circular Nos. 14/2020 dated 08th April 2020; 17/2020 dated 13th April 2020; 22/2020 dated 15th June 2020; 33/2020 dated 28th September 2020 and 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 08th December, 2021 (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time) and pursuant to other applicable laws and regulations, that the resolutions appended below is proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process (“e-voting”).

Explanatory Statement pursuant to Section 102 of the Act, pertaining to the said Resolutions, setting out the material facts concerning the item and the reasons thereof are annexed hereto for your consideration.



CIN : L26940MH1998PLC114307

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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

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "INSTRUCTIONS FOR E-VOTING" in this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process on or before 5.00 p.m. on Tuesday, 29th March, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, at its meeting held on 10th February, 2022, has appointed Mr. Abhay J. Pal (Mem. No. A59534), Proprietor of M/s. AJP & Associates, Practicing Company Secretaries (CP No. 23812), Mumbai as Scrutinizer to conduct the Postal Ballot (E-voting) process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before 31st March, 2022 and communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). Additionally, the results will also be uploaded on the Company's website www.niraj.co.in.



In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all the Members of the Company to enable them to cast their votes electronically and has engaged the services of CDSL for the same. The e-voting facility is available at <https://www.evotingindia.com>. The instructions for electronic voting form part of this Notice.

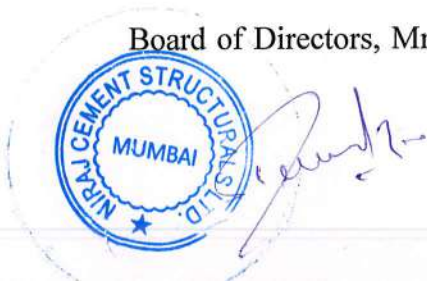
The resolution for the purpose as stated herein below is proposed to be passed by E-voting process:

SPECIAL BUSINESS:

1. RE-APPOINTMENT OF MRS. DIMPLE DEEPAK GERUJA (DIN: 07797357) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Dimple Deepak Geruja (DIN: 07797357), Independent Director of



the Company, whose period of office expired on April 18, 2022, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company with effect from April 19, 2022 to April 18, 2027 and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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



A handwritten signature in blue ink, appearing to read 'Vishram Pandurang Rudre', written over the stamp.

**Vishram Pandurang Rudre
Managing Director
DIN: 08564350**

**Date: February 10, 2022
Place: Mumbai**

NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals set out in resolution annexed herewith.
2. The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Tuesday, 22nd February, 2022.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.niraj.co.in and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, C-101, 1st Floor, 247 Park, L.B.S Marg, Vikhroli West, Mumbai - 400083.



5. In accordance with the provisions of the MCA Circulars, Shareholders can vote **only** through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members as on Tuesday, February 22, 2022 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Tuesday, February 22, 2022. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all the Members of the Company to enable them to cast their votes electronically and has engaged the services of CDSL for the same. The e-voting facility is available at the link <https://www.evotingindia.com>. The instructions for electronic voting form part of this Notice.
9. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be titled to vote through their authorised representatives, with proof of their authorization.



10. The Company has appointed Mr. Abhay J. Pal, Proprietor of M/s. AJP & Associates, Practicing Company Secretaries (CP No. 23812) as Scrutinizer for conducting the Postal Ballot process including e-voting in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorised by the chairman after completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or a person duly authorized by him in writing on or before March, 31st March, 2022 by 5.00 p.m. at the Registered Office of the Company and shall also be displayed on the Company's website at www.niraj.co.in, and notice board at the Registered Office of the Company and communicated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.
12. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed e-voting process i.e. Tuesday, 29th March, 2022.
13. In case any member has queries, grievances or issues relating to Postal Ballot, members are requested to write an email to rnt.helpdesk@linkintime.co.in, Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083; Phone Number: 022-49186000 and for any queries, grievances or issues related to e-voting, members may refer to the Frequently Asked Questions and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Rakesh Dalvi Designation: Manager



Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex,
Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai - 400013; Phone
Number: 1800225533.

14. INSTRUCTIONS FOR E-VOTING:

The instructions for shareholders voting electronically are as under:

- i. The remote e-voting period begins on 09.00 a.m. on Sunday, 27th February, 2022 and ends at 5.00 p.m. on, Tuesday, 29th March, 2022 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd February, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders/Members
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID.
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.



- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. 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). <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- viii. After entering these details appropriately, click on "SUBMIT" tab.



[Handwritten signature]

- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of **Niraj Cement Structurals Limited** on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.

- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non – Individual Shareholders and Custodians.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as “Corporate” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address cs@niraj.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

xix. 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 email to helpdesk.evoting@cdslindia.com. Any person having any grievances in connection with remote e-voting may write to: Name: Mr. Rakesh Dalvi Designation: Manager Address: A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013 Email id: helpdesk.evoting@cdslindia.com; Phone number: 022-23058542/43.



EXPLANATORY STATEMENT

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

Item No. 1: RE-APPOINTMENT OF MRS. DIMPLE DEEPAK GERUJA (DIN: 07797357) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mrs. Dimple Deepak Geruja was appointed as an Independent Director of the Company under the provisions of the Companies Act, 2013, vide resolution passed by the Members at the Annual General Meeting held on September 29, 2017. As per the said resolution, the term of appointment of Mrs. Dimple Deepak Geruja was up to April 18, 2022.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, has evaluated the performance of Mrs. Dimple Deepak Geruja, as Independent Director based on the performance evaluation parameters which include level of participation in decision making process, understanding of Company's business and industry, ensuring adequacy and functionality of vigil mechanism, communicating inter-se with Board members and senior management etc. On the basis of the report of performance evaluation and having regard to his qualifications, knowledge, rich experience and expertise the NRC has recommended re-appointment of Mrs. Dimple Deepak Geruja, as an Independent Director for a second term.



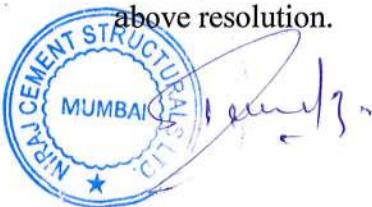
Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution at their meeting held on Thursday, February 10, 2022 approving re-appointment of Mrs. Dimple Deepak Geruja as an Independent Director for a second term from April 19, 2022 to April 18, 2027, based on her skills, experience, knowledge and positive outcome of performance evaluation.

The Company has received a declaration from Mrs. Dimple Deepak Geruja confirming that she meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mrs. Dimple Deepak Geruja to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mrs. Dimple Deepak Geruja fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his re-appointment as an Independent Director of the Company and is independent of the Management.

The draft letter of appointment of Mrs. Dimple Deepak Geruja setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to cs@niraj.co.in.

Except Mrs. Dimple Deepak Geruja, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the above resolution.



The Board of Directors recommends the above resolution for approval of the Members by way of a Special Resolution.

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



A handwritten signature in blue ink, appearing to read "Vishram Pandurang Rudre".

Vishram Pandurang Rudre

Managing Director

DIN: 08564350

Date: February 10, 2022

Place: Mumbai

Annexure -A

Details of Directors seeking re-appointment through postal ballot by remote e-voting process

Name of the Director	Mrs. Dimple Deepak Geruja
Date of Birth	17/03/1977
Qualification(s)	Graduation
Date of Appointment as Independent Director under the Companies Act, 2013 and SEBI Listing Regulations	19/04/2017
Expertise in specific functional areas	Having vast experience in Construction, Civil Engineering, Project Planning and Higher Management.
Relationship with Directors and Key Managerial Personnel	Mrs. Dimple Deepak Geruja is not related to any Director or KMP of the Company
Directorships in other Listed Companies	NIL
Memberships / Chairmanships of committees across companies	NIL
Listed entities from which resigned from past three years	NIL
No. of Shares held in the Company	NIL
Skills and capabilities required for the role and the manner in which such requirements are met	The Board is of the view that Mrs. Dimple Deepak Geruja possesses appropriate skills, expertise and competencies and has wide experience which would benefit the Company.



A circular blue ink stamp from Niraj Cement Structures Ltd. Mumbai. The stamp contains the text "NIRAJ CEMENT STRUCTURES LTD." around the perimeter and "MUMBAI" in the center. A handwritten signature in blue ink is written over the stamp.