General information about company 532986 Scrip code NSE Symbol **NIRAJ** MSEI Symbol **NOTLISTED** ISIN INE368I01016 NIRAJ CEMENT STRUCTURALS LIMITED Name of the entity Date of start of financial year 01-04-2021 31-03-2022 Date of end of financial year Reporting Quarter Yearly Date of Report 31-03-2022 Risk management committee Not Applicable Market Capitalisation as per immediate previous Financial Year Top 2000 listed entities **Annexure I** Annexure I to be submitted by listed entity on quarterly basis I. Composition of Board of Directors Disclosure of notes on composition of board of directors explanatory Whether the listed entity has a Regular Chairperson Yes Whether Chairperson is related to MD or CEO Yes No of post of No of Number of Chairperson No of Independent memberships in Audit/ Directorship Stakeholder Whether Directorship in Audit/ in listed special in listed Stakeholder Committee entities Title Date of resolution entities Committee(s) held in listed Name of **Initial Date** including Date of Category Category 2 including Date of Re-Date of passed? including this entities (Mr Category 1 passing PAN DIN of of director this listed [Refer Reg. including this of directors of directors appointment this listed listed entity special cessation Director directors Birth appointment entity (Refer entity (Refer Ms) 17(1A) of listed entity resolution (Refer months) Regulation Listing Regulation Regulation (Refer 17A of Regulations] 17A(1) of 26(1) of Regulation Listing 26(1) of Listing Listing Regulations) Regulations Regulations) Listing Regulations) Vishram 07-Executive Mr Pandurang AHZPR0700L 08564350 Chairperson MD 06-NA13-02-2021 13-02-2021 Director 1971 Rudre Sudhakar 21-Not Executive AEMPT6799K 09083084 13-02-2021 Mr Balu -80 NA13-02-2021 Director Applicable 1975 Tandale Non-Gurpur 20-30-09-Executive -Not 02234255 30-09-2006 01-04-2019 Mr Ramdas ANKPK0396P 10-Yes 96 2019 Independent Applicable 1944 Kamath Director Non-Dimple Executive -Not Mrs Deepak AJNPG4618G 07797357 03-NA 19-04-2017 19-04-2017 60 Independent Applicable Geruja 1977 **I. Composition of Board of Directors** Disclosure of notes on composition of board of directors explanatory Whether the listed entity has a Regular Chairperson No of No of Independent Directorship Directorship Whether in listed in listed special Tenure entities entities resolution **Initial Date** Category 2 Category including including (Mr Name of the Date of Re-Date of Category 1 passed? passing PAN DIN 3 of of this listed this listed of director special Director of directors [Refer Reg. appointment directors directors Birth appointment (in entity (Refer entity Ms) 17(1A) of resolution months) Regulation (Refer Listing 17A of Regulation Regulations] Listing 17A(1) of Listing Regulations) Regulations Non-Executive -07-NA 14-12-2017 52 Mr AAHPS6789H 07785011 14-12-2017 Umesh Sanil Independent Applicable 1966 Director Asit Dattani Not Executive Mr AAXPT7618J 01382453 03-NA 30-03-2021 30-03-2021 Applicable 1971 Non-Partha Executive -NA 02-07-2021 02-07-2021 Mr ACHPR9739G 08804981 01sarathi Raut Independent Applicable 1964 Director 26-Kumar Anil Executive Not Mr AMVPR7723E 06387312 MD 02-NA 12-10-2021 12-10-2021 Director Applicable 1958 **Audit Committee Details** Yes Whether the Audit Committee has a Regular Chairperson DIN Name of Committee Date of Category 2 of Date of Category 1 of directors Remarks directors Number members Appointment Cessation Non-Executive - Independent 07785011 Chairperson Ratan Umesh Sanil 14-12-2017 Gurpur Ramdas Non-Executive - Independent 02234255 01-04-2014 Member Kamath Vishram Pandurang 08564350 13-02-2021 **Executive Director** Member **Nomination and remuneration committee** Whether the Nomination and remuneration committee has a Regular Chairperson DIN Name of Committee Category 2 of Date of Date of Category 1 of directors Remarks directors members Appointment Number Cessation Gurpur Ramdas Non-Executive - Independent 02234255 Chairperson 01-04-2014 Kamath Director Non-Executive - Independent 07797357 Dimple Deepak Geruja Member 19-04-2017 Director Non-Executive - Independent 14-12-2017 07785011 Ratan Umesh Sanil Member Director **Stakeholders Relationship Committee** Whether the Stakeholders Relationship Committee has a Regular Chairperson | Yes DIN Name of Committee Category 2 of Date of Date of Sr Category 1 of directors Remarks Number airectors Appointment Cessation Non-Executive - Independent Dimple Deepak Geruja 07797357 Chairperson 19-04-2017 Director Non-Executive - Independent Gurpur Ramdas 02234255 Member 01-04-2014 Kamath Director Vishram Pandurang 08564350 13-02-2021 **Executive Director** Member Rudre **Risk Management Committee** Whether the Risk Management Committee has a Regular Chairperson Name of Committee DIN Category 1 of Date of Category 2 of Date of Remarks Number members directors directors Appointment Cessation **Corporate Social Responsibility Committee** Whether the Corporate Social Responsibility Committee has a Regular Chairperson Category 1 of Name of Committee Date of DIN Category 2 of Date of Remarks Number members directors directors Appointment Cessation **Other Committee** Sr DIN Number Name of Committee members Name of other committee | Category 1 of directors | Category 2 of directors | Remarks **Annexure 1 Annexure 1 III. Meeting of Board of Directors** Disclosure of notes on meeting of board of directors explanatory No. of Notes for Whether Number of Directors Date(s) of Date(s) of Maximum gap Independent meeting (if any) meeting (if any) between any two not requirement of present* (All directors Directors including Independent in the current providing Quorum met in the previous consecutive (in attending the Director) Date (Yes/No) quarter quarter number of days) meeting* 12-10-2021 Yes 12-11-2021 30 Yes 8 8 89 Yes 10-02-2022 Annexure 1 **IV. Meeting of Committees** Disclosure of notes on meeting of committees explanatory No. of Number of Whether Date(s) of meeting (Enter Directors present* Independent Maximum gap Reson for requirement Name of Directors dates of Previous quarter between any two (All directors Name of not of Quorum other including attending providing Committee and Current quarter in consecutive (in committee met Independent the chronological order) number of days) date (Yes/No) Director) meeting* Audit 12-11-2021 Yes Committee Audit 89 10-02-2022 Yes Committee Nomination and 12-10-2021 Yes remuneration committee Nomination and 120 10-02-2022 Yes remuneration committee **Annexure 1** V. Related Party Transactions If status is Nodetails of non-Compliance status Sr Subject (Yes/No/NA) compliance may be given here. Yes Whether prior approval of audit committee obtained Whether shareholder approval obtained for material RPT NA Whether details of RPT entered into pursuant to omnibus approval Yes have been reviewed by Audit Committee **Annexure 1 VI. Affirmations** Compliance Sr Subject status (Yes/No) The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Yes Regulations, 2015 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Yes Regulations, 2015 a. Audit Committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Yes Regulations, 2015. b. Nomination & remuneration committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Yes Regulations, 2015. c. Stakeholders relationship committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) NA Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities) The committee members have been made aware of their powers, role and responsibilities as specified in SEBI Yes (Listing obligations and disclosure requirements) Regulations, 2015. The meetings of the board of directors and the above committees have been conducted in the manner as specified in Yes SEBI (Listing obligations and disclosure requirements) Regulations, 2015. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Yes **Annexure 1** Subject Compliance status Name of signatory Anil Anant Jha Company Secretary and Compliance Officer Designation **Annexure II** Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) I. Disclosure on website in terms of Listing Regulations If status is Nodetails of non-compliance Compliance status Web address Sr Item (Yes/No/NA) may be given here. Details of business Yes http://niraj.co.in/ Terms and conditions of appointment of Yes http://niraj.co.in/ independent directors Composition of various committees of board of Yes http://niraj.co.in/ directors Code of conduct of board of directors and senior Yes http://niraj.co.in/ management personnel Details of establishment of vigil mechanism/ Yes http://niraj.co.in/ Whistle Blower policy Criteria of making payments to non-executive Yes http://niraj.co.in/ directors Policy on dealing with related party transactions Yes http://niraj.co.in/ Policy for determining material subsidiaries Yes http://niraj.co.in/ Details of familiarization programmes imparted Yes http://niraj.co.in/ to independent directors **Annexure II** Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) I. Disclosure on website in terms of Listing Regulations If status is Noldetails of Compliance Sr Item status non-compliance may be Web address (Yes/No/NA) given here. Contact information of the designated officials of the listed entity who Yes http://niraj.co.in/ are responsible for assisting and handling investor grievances 11 email address for grievance redressal and other relevant details Yes http://niraj.co.in/ 12 Financial results Yes http://niraj.co.in/ http://niraj.co.in/ 13 | Shareholding pattern Yes Details of agreements entered into with the media companies and/or their NA associates Schedule of analyst or institutional investor meet and presentations made 15 by the listed entity to analysts or institutional investors simultaneously NA with submission to stock exchange 16 New name and the old name of the listed entity NA 17 | Advertisements as per regulation 47 (1) Yes http://niraj.co.in/ NA 18 Credit rating or revision in credit rating obtained Separate audited financial statements of each subsidiary of the listed Yes http://niraj.co.in/ entity in respect of a relevant financial year Whether company has provided information under separate section on its Yes http://niraj.co.in/ website as per Regulation 46(2) 21 Materiality Policy as per Regulation 30 Yes http://niraj.co.in/ 22 Dividend Distribution policy as per Regulation 43A (as applicable) NAIt is certified that these contents on the website of the listed entity are Yes http://niraj.co.in/ correct **Annexure II II. Annual Affirmations** Compliance status If status is Nodetails of non-Regulation Sr Particulars Number (Yes/No/NA) compliance may be given here. Independent director(s) have been appointed in terms of specified criteria of independence and/or eligibility 16(1)(b) & Yes 25(6) 17(1), Board composition 17(1A) & Yes 17(1B) 17(2) Yes Meeting of Board of directors Quorum of Board meeting 17(2A) Yes **Review of Compliance Reports** 17(3) Yes Yes Plans for orderly succession for appointments 17(4) 17(5) Yes Code of Conduct Yes Fees/compensation 17(6) **Minimum Information** 17(7) Yes 17(8) Yes 10 | Compliance Certificate **Annexure II II. Annual Affirmations** If status is Nodetails of non-compliance Regulation Compliance status Sr Particulars Number (Yes/No/NA) may be given here. 11 Risk Assessment & Management 17(9) Yes Performance Evaluation of Independent 17(10) Yes Directors 13 Recommendation of Board 17(11) Yes 17A 14 | Maximum number of Directorships Yes 15 Composition of Audit Committee 18(1) Yes 16 Meeting of Audit Committee 18(2) Yes Composition of nomination & remuneration 19(1) & (2) Yes committee Quorum of Nomination and Remuneration 19(2A) Yes Committee meeting Meeting of Nomination and Remuneration 19(3A) Yes Committee Composition of Stakeholder Relationship 20(1), 20(2) & Yes Committee 20(2A) **Annexure II II. Annual Affirmations** If status is Noldetails of non-Regulation Compliance status Sr Particulars Number (Yes/No/NA) compliance may be given here. 21 Meeting of Stakeholders Relationship Committee 20(3A) Yes 21(1),(2),(3),(4) 22 Composition and role of risk management committee NA NA 23 | Meeting of Risk Management Committee 21(3A) 24 Vigil Mechanism Yes 23(1),(1A),(5), 25 Policy for related party Transaction Yes (6),(7) & (8) Prior or Omnibus approval of Audit Committee for 23(2), (3) Yes all related party transactions 27 Approval for material related party transactions 23(4) NA Disclosure of related party transactions on 23(9) Yes consolidated basis Composition of Board of Directors of unlisted 24(1) Yes material Subsidiary Other Corporate Governance requirements with respect to subsidiary of listed entity 24(2),(3),(4),(5) Yes & (6) **Annexure II II. Annual Affirmations** Compliance If status is Nodetails of non-Regulation Sr Particulars status Number compliance may be given here. (Yes/No/NA) 31 Annual Secretarial Compliance Report 24(A) Yes 32 | Alternate Director to Independent Director 25(1) NA33 Maximum Tenure 25(2) Yes 25(3) & 34 | Meeting of independent directors Yes (4) 25(7) 35 | Familiarization of independent directors Yes 25(8) & 36 Declaration from Independent Director Yes (9) NA 25(10) 37 D & O Insurance for Independent Directors 26(1) Yes 38 Memberships in Committees Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel 26(3) Yes 40 Disclosure of Shareholding by Non-Executive Directors 26(4) Yes 26(2) & Policy with respect to Obligations of directors and senior Yes management 26(5) Any other information to be provided - Add Notes **Annexure II** Name of signatory Anil Anant Jha Designation Company Secretary and Compliance Officer **Annexure II III. Affirmations Compliance status** Sr Particulars (Yes/No/NA) The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied NA Any other information to be provided **Annexure II** Name of signatory Anil Anant Jha Designation Company Secretary and Compliance Officer **Additional Half yearly Disclosure** Applicable Applicability of disclosure Reason for Non Applicability Textual Information(1) I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below (A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to Balance Aggregate amount advanced during six outstanding Entity at the end of months six months Promoter or any other entity controlled by them Promoter Group or any other entity controlled by them Directors (including relatives) or any other entity controlled by them KMPs or any other entity controlled by them (B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By Balance Aggregate outstanding at the amount of end of six Entity Type (guarantee, comfort letter etc.) issuance months(taking into during six account any months invocation) Promoter or any other entity controlled by them 0 0 0 Promoter Group or any other entity controlled by them Directors (including relatives) or any other entity controlled by them KMPs or any other entity controlled by them (C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by Aggregate value of Balance security Type of security (cash, shares etc.) outstanding at the Entity provided end of six months during six months Promoter or any other entity controlled by them Promoter Group or any other entity controlled by them 0 Directors (including relatives) or any other entity controlled by them KMPs or any other entity controlled by them **Textual** (D) Additional Information Information(2) **II. Affirmations** Compliance Affirmations Company Remarks Status All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to **Textual** promoter(s), promoter group, director(s) (including their relatives), key managerial personnel Yes Information(3) (including their relatives) or any entity controlled by them are in the economic interest of the company. VISHRAM PANDURANG RUDRE Name Designation CEO Place Mumbai 14-04-2022 Date **Signatory Details** Name of signatory Anil Anant Jha Company Secretary and Compliance Officer Designation of person Place Mumbai 14-04-2022 Date

Notes for

oroviding

PAN

Notes for

providing

DIN

No of post

Chairperson

in Audit/

Stakeholder

Committee

held in listed

entities

including

this listed

entity (Refer

Regulation

26(1) of

Listing Regulations)

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Number of

nemberships

in Audit/

Stakeholder

Committee(s)

including this

listed entity

(Refer

Regulation

26(1) of

Listing

Regulations)