



Engineers & Contractors

Niraj Cement Structurals Ltd

September 29, 2017

To
The Manager
Department of Corporate Relationship Services,
BSE Limited
Dalal Street, Fort,
Mumbai - 400 001

Scrip Code: 532986

Re.: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Sub: Declaration of results of remote e-voting/ Ballot voting at Annual General Meeting ("AGM") of Niraj Cement Structurals Limited held on Friday, September 29, 2017

Dear Sir/Madam,

In terms of the Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013("the Act") as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, **Niraj Cement Structurals Limited** ('the Company') provided remote e-voting facility and voting through ballot at the AGM of the members of the Company held on 29th September, 2017 on the resolution as per notice dated September 4, 2017.

Members' voting through remote e-voting during the period from 10.00 A.M. on Tuesday, September 26, 2017 upto on 5.00 P.M. on September 28, 2017 being the dates fixed for remote e-voting have been considered by the Scrutinizer. Further, to enable those Members who could not vote through remote e-voting, physical Ballot were distributed at the AGM. The Board had appointed Mr. Krishna Rathi, Practising Company Secretary Proprietor, Krishna Rathi & Associates, Companies Secretaries, as

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

Scrutinizer to scrutinizing the voting process of the AGM of the Company in a fair and transparent manner.

Based on the Scrutinizer's Report dated September 29, 2017 I hereby declare that the 5 (Five) resolutions as set out in the Notice dated September 4, 2017 of the AGM of the Company, have been duly passed with requisite majority, the details of which are specified herein below:

| Item No. | Brief description | % of Votes in favour (Assent) | % of Votes in against (Dissent) | Passed as |
|----------|---|-------------------------------|---------------------------------|---------------------|
| 1. | To, receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31 st March, 2017 | 99.99997 | 0.00003 | Ordinary Resolution |
| 2. | To appoint a Director in place of Mr. Ratan K. Chopra (DIN: 07413782) who retires by rotation and being eligible, offers himself for re-appointment | 99.99997 | 0.00003 | Ordinary Resolution |
| 3. | Appointment of Statutory Auditors | 99.99997 | 0.00003 | Ordinary Resolution |
| 4. | Appointment of Mrs. Dimple Deepak Geruja (DIN: 07797357) as Independent Director of the Company | 99.99997 | 0.00003 | Ordinary Resolution |
| 5. | Appointment / Re-appointment of Mr. Gulshan Chopra (DIN: 01068051) as the Managing Director | 99.99997 | 0.00003 | Ordinary Resolution |



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The details of the Voting results of AGM in accordance with Regulation 44(3) of SEBI (LODR) Regulations, 2015 is enclosed as **Annexure - I**.

Report of Scrutinizer, pursuant to section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 is **enclosed as Annexure - II**

Thanking you,
Yours Faithfully,
For **Niraj Cement Structurals Limited**

Gulshan Chopra
Chairman of the AGM
DIN: 01068051

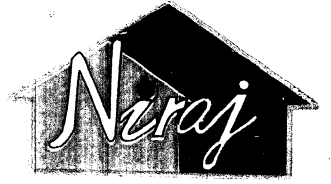


Encl: as above

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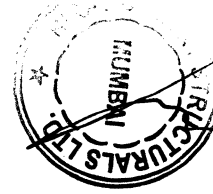


Engineers & Contractors

Niraj Cement Structurals Ltd

Annexure - I

| Declaration of the voting results as per Regulation 44 (3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 | |
|---|----------------------------------|
| | Niraj Cement Structurals Limited |
| Date of the AGM/EGM | September 29, 2017 |
| Total Number of shareholders on record date/cut-off date i.e. 21 st September, 2017 | 4383 |
| No. of Shareholders present in the meeting either in person or through Proxy | 18 |
| Promoter and Promoter Group | 2 |
| Public | 16 |
| No. of Shareholders attended the meeting through Video | |
| Promoter and Promoter Group | Not Arranged |
| Public | Not Arranged |

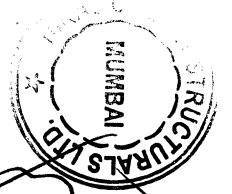


CIN : L26940MH1998PLC114307

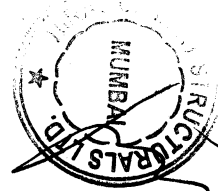
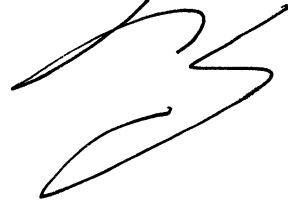
Office : Niraj House, Sunder Baug, Near Deonar Bus Depot, Deonar, Chembur, Mumbai - 400 088. Tel.: 6602 7100
Fax : 2551 8736 • E-mail : info@niraj.co.in • Website : www.niraj.co.in

Factory : C-55, TTC Industrial Area, Thane Belapur Road, Navi Mumbai. Tel.: 2768 1695 / 2768 0645

| 1. Ordinary Resolution: To, receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31 st March, 2017 | | | | | | | | | |
|--|--|------------------------|-------------------------|---|----------------------------|--------------------------|---|--|--|
| Resolution Required: (Ordinary /Special) : | 1. Ordinary Resolution: To, receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31 st March, 2017 | | | | | | | | |
| Whether Promoter/Promoter group are interested in the agenda/resolution? | No | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)] *100 | % of votes in against on votes polled (7)=[(5)/(2)] *100 | |
| Promoter and Promoter Group | E-Voting | 3240797 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | |
| | Poll | 3240797 | 2554246 | 78.81537 | 2554246 | 0 | 100.00000 | 0.00000 | |
| | Postal Ballot (if applicable) | | | | Not Applicable | | | | |
| Public – Institution | E-Voting | | | | Not Applicable | | | | |
| | Poll | | | | Not Applicable | | | | |
| | Postal Ballot (if applicable) | | | | Not Applicable | | | | |
| Public – Non Institution | E-Voting | 11614503 | 24472 | 0.21070 | 24470 | 2 | 99.99182 | 0.00828 | |
| | Poll | 11614503 | 3843889 | 33.09560 | 3843889 | 0 | 100.00000 | 0.00000 | |
| | Postal Ballot (if applicable) | | | | Not Applicable | | | | |
| Total | | 14855300 | 6422607 | 43.23445 | 6422605 | 2 | 100.00000 | 0.00000 | |




| Resolution Required: (Ordinary /Special) : | 2. Ordinary Resolution: To appoint a Director in place of Mr. Ratan K. Chopra(DIN: 07413782) who retires by rotation and being eligible, offers himself for re-appointment | | | | | | | | | |
|--|---|------------------------|-------------------------|---|----------------------------|--------------------------|---|--|---------------|---------------|
| Whether Promoter/Promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Made of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)] *100 | % of votes in against on votes polled (7)=[(5)/(2)] *100 | | |
| Promoter and Promoter Group | E-Voting | 3240797 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Poll | 3240797 | 2554246 | 78.81537 | 2554246 | 0 | 100.00000 | 0.00000 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | | | Not Applicable | | | | | |
| Public – Institution | E-Voting | | | | Not Applicable | | Not Applicable | | | |
| | Poll | | | | Not Applicable | | Not Applicable | | | |
| | Postal Ballot (if applicable) | | | | Not Applicable | | Not Applicable | | | |
| Public – Non Institution | E-Voting | 11614503 | 24472 | 0.21070 | 24470 | 2 | 99.99182 | 0.00828 | 0.00828 | 0.00828 |
| | Poll | 11614503 | 3843889 | 33.09560 | 3843889 | 0 | 100.00000 | 0.00000 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | | | Not Applicable | | | | | |
| Total | | 14855300 | 6422607 | 43.23445 | 6422605 | 2 | 100.0000 | 0.0000 | 0.0000 | 0.0000 |

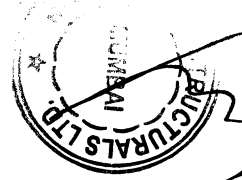


| 3. Ordinary Resolution: Appointment of Statutory Auditors | | | | | | | | | |
|--|-------------------------------|------------------------|-------------------------|---|----------------------------|--------------------------|--|---|----------------|
| Resolution Required: (Ordinary /Special) : | No | | | | | | | | |
| Whether Promoter/Promoter group are interested in the agenda/resolution? | No | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = $[(2)/(1)] * 100$ | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = $[(4)/(2)] * 100$ | % of votes in against on votes polled (7) = $[(5)/(2)] * 100$ | |
| Promoter and Promoter Group | E-Voting | 3240797 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Poll | 3240797 | 2554246 | 78.81537 | 2554246 | 0 | 100.00000 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | | | Not Applicable | | | | |
| Public -- Institution | E-Voting | | | | Not Applicable | | | | |
| | Poll | | | | Not Applicable | | | | |
| | Postal Ballot (if applicable) | | | | Not Applicable | | | | |
| Public -- Non Institution | E-Voting | 11614503 | 24472 | 0.21070 | 24470 | 2 | 99.99182 | 0.00828 | 0.00828 |
| | Poll | 11614503 | 3843889 | 33.09560 | 3843889 | 0 | 100.00000 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | | | Not Applicable | | | | |
| Total | | 14855300 | 6422607 | 43.23445 | 6422605 | 2 | 100.00000 | 0.00000 | 0.00000 |





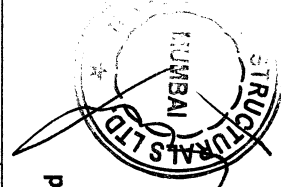

| 4. Ordinary Resolution: Appointment of Mrs. Dimple Deepak Geruja (DIN: 07797357) as Independent Director of the Company | | | | | | | | | |
|---|-------------------------------|------------------------|-------------------------|--|----------------------------|--------------------------|---|--|--|
| Resolution Required: (Ordinary /Special) : | No | | | | | | | | |
| Whether Promoter/Promoter group are interested in the agenda/resolution? | No | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$ | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$ | % of votes in against on votes polled (7) = $\frac{(5)}{(2)} \times 100$ | |
| Promoter and Promoter Group | E-Voting | 3240797 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | |
| | Poll | 3240797 | 2554246 | 78.81537 | 2554246 | 0 | 100.00000 | 0.00000 | |
| Public – Institution | Postal Ballot (if applicable) | | | | Not Applicable | | | | |
| | E-Voting | | | | Not Applicable | | | | |
| Public – Non Institution | Poll | | | | Not Applicable | | | | |
| | Postal Ballot (if applicable) | | | | Not Applicable | | | | |
| | E-Voting | 11614503 | 24472 | 0.21070 | 24470 | 2 | 99.99182 | 0.00828 | |
| | Poll | 11614503 | 3843889 | 33.09560 | 3843889 | 0 | 100.00000 | 0.00000 | |
| Total | | 14855300 | 6422607 | 43.23445 | 6422605 | 2 | 100.00000 | 0.00000 | |





| 5. Ordinary Resolution: Appointment /Re-appointment of Mr. Gulshan Chopra (DIN: 01068051) as the Managing Director | | | | | | | | | | |
|--|---|------------------------|-------------------------|---|----------------------------|--------------------------|--|---|--|--|
| Resolution Required: (Ordinary /Special) : | The promoter/promoter group to the extent of their shareholding in the Company are deemed to be interested in the | | | | | | | | | |
| Whether Promoter/Promoter group are interested in the agenda/resolution? | resolution | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes in against on votes polled (7)=[(5)/(2)]*100 | | |
| Promoter and Promoter Group | E-Voting | 3240797 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | |
| | Poll | 3240797 | 2554246 | 78.81537 | 2554246 | 0 | 100.00000 | 0.00000 | | |
| Public – Institution | Postal Ballot (if applicable) | | | | Not Applicable | | | | | |
| | E-Voting | | | | Not Applicable | | | | | |
| Public – Non Institution | Poll | | | | Not Applicable | | | | | |
| | Postal Ballot (if applicable) | | | | Not Applicable | | | | | |
| Total | E-Voting | 11614503 | 24472 | 0.21070 | 24470 | 2 | 99.99182 | 0.00828 | | |
| | Poll | 11614503 | 3843889 | 33.09560 | 3843889 | 0 | 100.00000 | 0.00000 | | |
| | Postal Ballot (if applicable) | | | | Not Applicable | | | | | |
| | | 14855300 | 6422607 | 43.23445 | 6422605 | 2 | 100.00000 | 0.00000 | | |

For Niraj Cement Structurals Limited



Gulshan Vijaykumar Chopra
Managing Director
DIN: 01068051

KRISHNA RATHI & ASSOCIATES
COMPANY SECRETARIES

Annexure - II

Office No. 22, 2nd Floor, Hi Life, Phirozshah Mehta Road, Santacruz (West), Mumbai 400 054.
Tel : 022 65511099 E-mail: associates@krassociates.in

September 29, 2017

To,
The Chairman
Niraj Cement Structurals Limited
Niraj House, Sunder Baug, Near Deonar Bus Depot,
Chembur (East), Mumbai - 400088

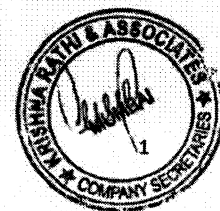
Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and voting through physical ballots at 19th Annual General Meeting of the members of Niraj Cement Structurals Limited held on September 29, 2017

Niraj Cement Structurals Limited ("the Company") has, vide resolution of its Board of Directors dated September 4, 2017, appointed undersigned as the Scrutinizer to ensure that the process of remote e-voting and voting through physical ballots on the resolutions contained in the notice dated September 4, 2017 ("Notice") at the 19th Annual General Meeting held on Friday, September 29, 2017 ("AGM") as required under section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and rules made thereunder and the applicable provisions of the Listing Regulations, relating to remote e-voting and voting through physical ballots on the resolutions contained in the aforesaid notice. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballots 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 resolution, based on the reports generated from the remote e-voting system of Central Depository Services (India) Ltd. ("CDSL") and of voting through physical ballots as provided by Link Intime India Private Limited, the agencies engaged by the Company to provide voting facilities on the resolutions contained in the Notice.

As required under Section 101 of the Act, a notice along with the explanatory statement under section 102 of the Act for the AGM was sent to the Members by permitted means, for seeking approval of the Members of the Company.




The Company had provided the remote e-Voting facility offered by CDSL to cast votes on aforesaid resolution by the members of the Company. The Company also made available the physical ballot at the 19th AGM to enable the members to cast their votes on the resolutions. Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 10.00 A.M. on Tuesday, September 26, 2017 upto 5.00 P.M. on Thursday, September 28, 2017. Accordingly, e-votes casted upto 5.00 P.M. on Thursday, September 28, 2017 have been considered for my scrutiny. Further, the votes casted at the 19th AGM through physical ballots have also been considered for my scrutiny.

After the conclusion of the AGM, first the voting conducted through physical ballots at the meeting and thereafter through remote e-voting had been unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Monika Bohra and Ms. Muskaan Gupta. A summary of the votes casted by the shareholders through remote e-voting and by physical ballots at the 19th AGM with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through remote e-Voting and physical ballots at the 19th AGM in respect of the above mentioned resolution may accordingly be declared by the Chairman of the Company and who has also countersigned this Report.

Thanking you,
Yours sincerely,

For Krishna Rathi & Associates
Company Secretaries


Krishna Rathi
Proprietor
FCS No.:9359
CP No.:10079



Place: Mumbai
Date: September 29, 2017

Countersigned By
For Niraj Cement Structures Limited

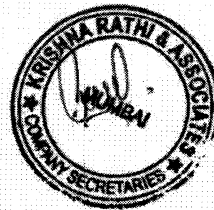

Chairman

The summary of the votes cast through remote e-Voting and physical ballots received is given below:

Resolution No. 1 as Ordinary Resolution:

To receive, consider and adopt the audited Balance Sheet as on 31st March, 2017 and the Profit and Loss account for the year ended on that date together with the reports of the Directors and Auditor

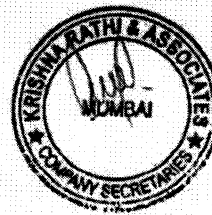
| Sr. No. | Particulars | No. of Physical Ballot Forms / e-Voting | No. of Shares voted |
|---------------------------------|---|---|---------------------|
| a. | Votes cast through Physical Ballot Forms | 18 | 63,98,135 |
| b. | Votes through Remote e-Voting confirmations | 7 | 24,472 |
| | Total | 25 | 64,22,607 |
| c. | Less: Invalid Physical Ballot Forms / Remote e-Voting confirmations | 0 | 0 |
| d. | Net Valid Physical Ballot Forms / Remote e-Voting confirmations | 25 | 64,22,607 |
| (i) | Physical Ballot /Remote e-Voting confirmations with assent for the Resolution | 24 | 64,22,605 |
| Percentage (%) of Assent | | | 99.99997 |
| (ii) | Physical Ballot / Remote e-Voting confirmations with dissent for the Resolution | 1 | 2 |
| Percentage(%) of Dissent | | | 0.00003 |



Resolution No. 2 as Ordinary Resolution:

To appoint a Director in place of Mr. Ratan K. Chopra (DIN:07413782) who retires by rotation and being eligible, offers himself for re-appointment

| Sr. No. | Particulars | No. of Physical Ballot Forms / e-Voting | No. of Shares voted |
|---------------------------------|---|---|---------------------|
| a. | Votes cast through Physical Ballot Forms | 18 | 63,98,135 |
| b. | Votes through Remote e-Voting confirmations | 7 | 24,472 |
| | Total | 25 | 64,22,607 |
| c. | Less: Invalid Physical Ballot Forms / Remote e-Voting confirmations | 0 | 0 |
| d. | Net Valid Physical Ballot Forms / Remote e-Voting confirmations | 25 | 64,22,607 |
| (i) | Physical Ballot /Remote e-Voting confirmations with assent for the Resolution | 24 | 64,22,605 |
| Percentage (%) of Assent | | | 99.99997 |
| (ii) | Physical Ballot / Remote e-Voting confirmations with dissent for the Resolution | 1 | 2 |
| Percentage(%) of Dissent | | | 0.00003 |



Resolution No. 3 as Ordinary Resolution:

To appoint AMN & Associates, Chartered Accountants (Firm Registration No. 111928W) as Statutory Auditors of the Company in place of Ajay B. Garg, Chartered Accountants the retiring Statutory Auditor of the Company.

| Sr. No. | Particulars | No. of Physical Ballot Forms / e-Voting | No. of Shares voted |
|---------------------------------|---|---|---------------------|
| a. | Votes cast through Physical Ballot Forms | 18 | 63,98,135 |
| b. | Votes through Remote e-Voting confirmations | 7 | 24,472 |
| | Total | 25 | 64,22,607 |
| c. | <u>Less:</u> Invalid Physical Ballot Forms / Remote e-Voting confirmations | 0 | 0 |
| d. | Net Valid Physical Ballot Forms / Remote e-Voting confirmations | 25 | 64,22,607 |
| (i) | Physical Ballot /Remote e-Voting confirmations with assent for the Resolution | 24 | 64,22,605 |
| Percentage (%) of Assent | | | 99.99997 |
| (ii) | Physical Ballot / Remote e-Voting confirmations with dissent for the Resolution | 1 | 2 |
| Percentage(%) of Dissent | | | 0.00003 |



Resolution No. 4 as Ordinary Resolution:

Appointment of Mrs. Dimple Deepak Geruja (DIN: 07797357) as the Independent Director of the company

| Sr. No. | Particulars | No. of Physical Ballot Forms / e-Voting | No. of Shares voted |
|---------------------------------|---|---|---------------------|
| a. | Votes cast through Physical Ballot Forms | 18 | 63,98,135 |
| b. | Votes through Remote e-Voting confirmations | 7 | 24,472 |
| | Total | 25 | 64,22,607 |
| c. | <u>Less:</u> Invalid Physical Ballot Forms / Remote e-Voting confirmations | 0 | 0 |
| d. | Net Valid Physical Ballot Forms / Remote e-Voting confirmations | 25 | 64,22,607 |
| (i) | Physical Ballot /Remote e-Voting confirmations with assent for the Resolution | 24 | 64,22,605 |
| Percentage (%) of Assent | | | 99.99997 |
| (ii) | Physical Ballot / Remote e-Voting confirmations with dissent for the Resolution | 1 | 2 |
| Percentage(%) of Dissent | | | 0.00003 |



Resolution No. 5 as Ordinary Resolution:

Appointment/ Re-appointment of Mr. Gulshan Chopra (DIN: 01068051) as the Managing Director

| Sr. No. | Particulars | No. of Physical Ballot Forms / e-Voting | No. of Shares voted |
|---------------------------------|---|---|---------------------|
| a. | Votes cast through Physical Ballot Forms | 18 | 63,98,135 |
| b. | Votes through Remote e-Voting confirmations | 7 | 24,472 |
| | Total | 25 | 64,22,607 |
| c. | <u>Less: Invalid Physical Ballot Forms / Remote e-Voting confirmations</u> | 0 | 0 |
| d. | Net Valid Physical Ballot Forms / Remote e-Voting confirmations | 25 | 64,22,607 |
| (i) | Physical Ballot /Remote e-Voting confirmations with assent for the Resolution | 24 | 64,22,605 |
| Percentage (%) of Assent | | | 99.99997 |
| (ii) | Physical Ballot / Remote e-Voting confirmations with dissent for the Resolution | 1 | 2 |
| Percentage(%) of Dissent | | | 0.00003 |

Thanking You,
Yours Faithfully,



Krishna Rathi
Practicing Company Secretary
FCS No.: 9359
CP No.: 10079



Date: September 29, 2017
Place: Mumbai