

# Niraj Cement Structurals Ltd

December 14, 2016

To  
Corporate Relation Department  
BSE Limited  
Dalal Street, Fort,  
Mumbai - 400 001

**Scrip Code: 532986**

Dear Sir/Madam,

**Sub: Declaration of result of Postal Ballot under regulation 44(3) of SEBI (LODR) Regulations, 2015**

With reference to above, we are pleased to inform you that member of the Company have passed Ordinary/Special Resolutions as set out in the Notice of the Postal Ballot dated November 2, 2016.

Please find enclosed herewith result of voting of Postal Ballot under regulation 44 (3) of SEBI (LODR) Regulations, 2015 along with Scrutinizer's Report.

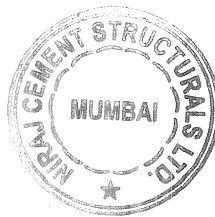
Kindly take the same on your records.

Thanking you,

Yours Faithfully,

For Niraj Cement Structurals Limited

  
Gulshan Vijaykumar Chopra  
Managing Director  
DIN: 01068051



Encl: as above

CIN : L26940MH1998PLC114307

**Declaration of the voting results as per Regulation 44 (3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015**

Date of the AGM/EGM	Niraj Cement Structurals Limited	
Total Number of shareholders on record date	December 12, 2016	
No. of Shareholders present in the meeting either in person or Promoter and Promoter Group	4,914	
Promoter and Promoter Group	Not Applicable	
Public	Not Applicable	
No. of Shareholders attended the meeting through Video	Not Applicable	
Promoter and Promoter Group	Not Applicable	
Public	Not Applicable	

Resolution Required: (Ordinary /Special)	Ordinary Resolution for Increase in the Authorised Share Capital of the Company									
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)	No. of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	No. of votes in favour on votes polled (6)=[(4)/(2)]*100	No. of votes in against on votes polled (7)=[(5)/(2)]*100	Total
Promoter and Promoter Group	E-Voting		3240797	0	0.0000	0	0	0.0000	0.0000	Not Applicable
	Poll									Not Applicable
	Postal Ballot (if applicable)		3240797	3240797	100.0000	3240797	0	100.0000	0.0000	0.0000
Public – Institution	E-Voting									Not Applicable
	Poll									Not Applicable
	Postal Ballot (if applicable)									Not Applicable
Public – Non Institution	E-Voting		7552003	1185	0.0157	1185	0	100.0000	0.0000	0.0000
	Poll									Not Applicable
	Postal Ballot (if applicable)		7552003	5660	0.0749	5660	0	100.0000	0.0000	0.0000
<b>Total</b>		<b>10792800</b>	<b>3247642</b>	<b>30.0908</b>	<b>3247642</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	

For Niraj Cement Structurals Limited

Gulshan Vijaykumar Chopra  
Managing Director  
DIN: 01068051



**Declaration of the voting results as per Regulation 44 (3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015**

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Public	Not Applicable	
No. of Shareholders attended the meeting through Video	Not Applicable	
Promoter and Promoter Group	Not Applicable	
Public	Not Applicable	

Resolution Required: (Ordinary /Special)	Special Resolution for alteration of the Capital Clause of the Memorandum of Association and Article of Association of the Company	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
Whether Promoter/Promoter group are interested in the agenda/resolution?	No	Promoter and Promoter Group	E-Voting Poll	3240797	0	0.0000	0	0	0.0000	0.0000
		Public – Institution	Postal Ballot (if applicable) E-Voting Poll	3240797	3240797	100.0000	3240797	0	100.0000	0.0000
		Public – Non Institution	Postal Ballot (if applicable) E-Voting Poll	7552003	1185	0.0157	1185	0	100.0000	0.0000
		<b>Total</b>	Postal Ballot (if applicable)	107992800	3247642	30.0908	3242642	5000	99.8460	88.3392
										0.1540

For Niraj Cement Structurals Limited

Gulshan Wiyakumar Chopra  
Managing Director  
DIN: 01068054



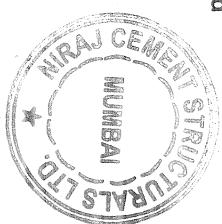
**Declaration of the voting results as per Regulation 44 (3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015**

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No. of Shareholders present in the meeting either in person or Promoter and Promoter Group	4,914
Public	Not Applicable
No. of Shareholders attended the meeting through Video	Not Applicable
Promoter and Promoter Group	Not Applicable
Public	Not Applicable

Resolution Required: (Ordinary /Special)	Special Resolution under Section 62(1)(c) of the Companies Act, 2013 for issue of Warrants to Promoters and others on preferential basis							
Whether Promoter/Promoter group are interested in the agenda/resolution?	The promoter/promoter group to the extent of their shareholding in the Company are deemed to be interested in the 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	0.0000	0	0	0.0000	0.0000
	Poll				Not Applicable			
	Postal Ballot (if applicable)	3240797	3240797	100.0000	3240797	0	100.0000	0.0000
Public – Institution	E-Voting				Not Applicable			
	Poll				Not Applicable			
	Postal Ballot (if applicable)				Not Applicable			
Public – Non Institution	E-Voting	7552003	1185	0.0157	1185	0	100.0000	0.0000
	Poll				Not Applicable			
	Postal Ballot (if applicable)	7552003	5660	0.0749	560	5100	9.8940	90.1060
<b>Total</b>		<b>10792800</b>	<b>3247642</b>	<b>30.0908</b>	<b>3242542</b>	<b>5100</b>	<b>99.8430</b>	<b>0.1570</b>

For Niraj Cement Structurals Limited

Gulshan Vijaykumar Chopra  
Managing Director  
DIN: 01068051



**KRISHNA RATHI & ASSOCIATES  
COMPANY SECRETARIES**

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

December 14, 2016

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 Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014**

Niraj Cement Structurals Limited ("the Company") at their Board Meeting held on November 2, 2016, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 of the Act as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI (LODR)"), placed for the approval of members of the Company, 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 Companies Act, 2013 and rules made there under and the applicable provisions of SEBI (LODR), relating to e-voting and postal ballots on the resolutions as contained in the aforesaid notice. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through e-voting and physical postal 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 resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Ltd. ("CDSL") and voting through postal ballots as provided by Link Intime India Private Limited, the agencies engaged by the Company to provide e-voting facilities.



As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, a Notice along with explanatory statement under Section 102 of the Companies Act, 2013, was sent to the Members by permitted means for seeking approval of members on following resolutions:

1. **Resolution No. 1** as an Ordinary Resolution for Increase in the Authorised Share Capital of the Company.
2. **Resolution No. 2** as a Special Resolution for alteration of the Capital Clause of the Memorandum of Association and Article of Association of the Company.
3. **Resolution No. 3** as a Special Resolution under Section 62(1)(c) of the Companies Act, 2013 for Issue of Warrants to Promoters and others on preferential basis.

The Company has provided the e-Voting facility offered by CDSL to cast votes on aforesaid resolutions by the members of the Company. The Company had also made available the physical postal ballots to enable the members to cast their votes on the aforesaid resolutions.

E-voting facility was made available to members of the Company to exercise their voting rights from 9.00 a.m. IST of Sunday, November 13, 2016 upto 6.00 p.m. IST of Monday, December 12, 2016. Accordingly, the Postal Ballot Forms received and e-votes casted up to 6.00 p.m. IST on Monday, December 12, 2016 have been considered for my scrutiny. As required under Rule 22(10) of the Rules of Chapter VII, a register has been maintained and particulars of all postal ballot forms received from the members have been recorded therein.

E-voting had been unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Nidhi Shah and Ms. Sonali Bhosale. A summary of the postal ballot papers received and e-Voting with their pattern of voting is as per Annexure annexed to this Report.



The results of the voting by members through Postal Ballots and e-Voting in respect of the above mentioned Resolutions may accordingly be declared by the Chairman of the Company and who has also countersigned this Report.

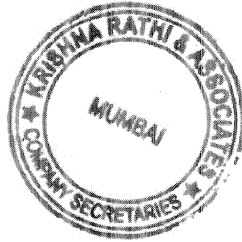
Thanking you,

Yours sincerely,

For Krishna Rathi & Associates  
Company Secretaries



Krishna Rathi  
Proprietor  
ACS No.: 27903  
CP No.: 10079



Place: Mumbai

Date: December 14, 2016

Countersigned By  
For Niraj Cement Structurals Limited



Chairman

**ANNEXURE TO SCRUTINIZER'S REPORT FOR THE POSTAL BALLOT OF NIRAJ CEMENT STRUCTURALS LIMITED**

The summary of the votes cast through e-Voting and Postal Ballot Forms (PBF) received for each of the resolutions is given below:

**Resolution No. 1:**

**Increase in the Authorised Share Capital of the Company**

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	20	3247937
b.	e-Voting Confirmations	4	1185
	<b>Total</b>	<b>24</b>	<b>3249122</b>
c.	Less: Invalid Postal Ballot Forms /—e-Voting confirmations / Voting not carried	3	1480
d.	<b>Valid Postal Ballot Forms / e-Voting confirmations</b>	<b>21</b>	<b>3247642</b>
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	21	3247642
<b>Percentage (%) of Assent</b>			<b>100.00%</b>
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	0	0.00
<b>Percentage (%) of Dissent</b>			<b>0.00%</b>

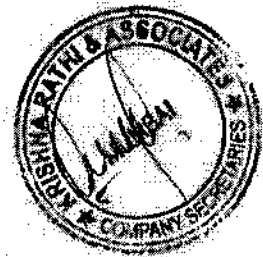




**Resolution No. 2:**

**Alteration of the Capital Clause of the Memorandum of Association and Article of Association of the Company**

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	20	3247937
b.	e-Voting Confirmations	4	1185
	<b>Total</b>	<b>24</b>	<b>3249122</b>
c.	<u>Less: Invalid Postal Ballot Forms / e-Voting confirmations / Voting not carried</u>	3	1480
d.	<b>Valid Postal Ballot Forms / e-Voting confirmations</b>	<b>21</b>	<b>3247642</b>
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	20	3242642
<b>Percentage (%) of Assent</b>			<b>99.85%</b>
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	1	5000
<b>Percentage (%) of Dissent</b>			<b>0.15%</b>



**Resolution No. 3:**

**Issue of Warrants to Promoters and others on preferential basis**

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	20	3247937
b.	e-Voting Confirmations	4	1185
	<b>Total</b>	<b>24</b>	<b>3249122</b>
c.	<u>Less: Invalid Postal Ballot Forms / e-Voting confirmations/Voting not carried</u>	3	1480
d.	<b>Valid Postal Ballot Forms / e-Voting confirmations</b>	<b>21</b>	<b>3247642</b>
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	18	3242542
	<b>Percentage (%) of Assent</b>		<b>99.84%</b>
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	3	5100
	<b>Percentage (%) of Dissent</b>		<b>0.16%</b>

