

### 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 Nirai Cement Structurals Limited

Gulshan Vija Wkumar Chopra

Managing Director DIN: 01068051

Encl: as above



	Declaration of the voting results as per Regulatic	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	December 12,2016
	Total Number of shareholders on record date	4,914
	No. of Shareholders present in the meeting either in person or	
	Promoter and Promoter Group	Not Applicable
-	Public .	Not Applicable * * * *
	No. of Shareholders attended the meeting through Video	
	Promoter and Promoter Group	Not Applicable
	Public	Not Applicable

Total	200		Public - Non Institution			Public - Institution			Promoter and Promoter Group				は かいてい こうしょう ないない ないかい かいけい かいかい かいかい かいかい かいかい かいかい	Category	agenda/resolution?	are interested in the	Whether Promoter/Promoter group	/Special)
	Postal Ballot (if applicable)	Poll	E-Voting	Postal Ballot (if applicable)	Poll	E-Voting	Postal Ballot (if applicable)	Poll	E-Voting	日本市市 · 日本市			· · · · · · · · · · · · · · · · · · ·	Mode of Voting			No	Ordinary Resolution for increase in the Authorised Share capital
10792800	7552003		7552003	management of the control of the con			3240797		3240797	· · · · · · · · · · · · · · · · · · ·		held (1)	shares	No. of				
3247642	5660		1185				3240797		0	THE RESERVE TO SERVE THE PARTY OF THE PARTY		polled (2)	votes	No. of				7000
30.0908	0.0749		0.0157				100.0000		0.0000	[(2)/(1)]*100	shares (3) =	outstanding	polled on	% of votes				oliai d'Capitai
3247642	5660	Not Applicable	1185	Not Applicable	Not Applicable	Not Applicable	3240797	Not Applicable	0	1000年代の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の		favour (4)	votes in	No. of				C. C
0	0	le	0	le	ie	le	0	e	0		(5)	against	votes	No. of				
100.0000	100.0000		100.0000				100.0000		0.0000	*100	(6)=[(4)/(2)]	votes polled	favour on	% of votes in				
0.0000	0.0000		0.0000				0.0000		0.0000	*100	(7)=[(5)/(2)]	votes polled	against on	% of votes in				

Gulshan Vijaykumar Chopra Managing Director DIN: 01068051

For Niraj Cement Structurals Limited



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Special Resolution For alteration of the Capital Clause of the Memorandum of Association and Article of Association of the Company   the Company   the Company   the Company   No. of   wotes in the enda/resolution?   No. of   wotes in   wote	0.1540	99.8460	5000	3242642	30.0908	3247642	10792800		Total	in the same of the
Special Resolution for alteration of the Capital Clause of the Memorandum of Association and Article of Association and Ass		11.6608	5000	660	0.0749	5660	7552003	Postal Ballot (if applicable)		ndan province:
Special Resolution for alteration of the Capital Clause of the Memorandum of Association and Article o			e	Not Applicab				Poll		The beautiful transport
n Required: (Ordinary the Company the Comp		100.0000		1185	0.0157	1185	7552003	E-Voting	Public - Non Institution	or ordinary
n Required: (Ordinary the Company the Company the Company No. of stal and a company No. of stal Ballot (if applicable)  Special Resolution for alteration of the Capital Clause of the Memorandum of Association and Article of Association a			le	Not Applicab				Postal Ballot (if applicable)		
Special Resolution for alteration of the Capital Clause of the Memorandum of Association and Article o			е	Not Applicab				Poll		-
n Required: (Ordinary the Company the Company the Company the Company No sted in the esolution?  Mode of Voting shares esolution?  Mode of Voting shares held (1) polled (2) outstanding shares (3) = [(2)/(1)]*100			e	Not Applicab	mproproductive proprieta de la constanta de la	мен и при при при при при при при при при п		E-Voting	Public – Institution	13150 mm
Promoter/Promoter group sted in the esolution?  Mode of Voting shares held (1) polled (2) shares (3) = 1-voting shares (5) shares (6)=[(4)/(2)] (7)=[(4)/(2)] *100		100.0000	0	3240797	100.0000	3240797	3240797	Postal Ballot (if applicable)		Sec.
Special Resolution for alteration of the Capital Clause of the Memorandum of Association and Article of Association Required: (Ordinary the Company)  Promoter/Promoter group No  Sted in the esolution?  Mode of Voting shares votes heid (1) polled (2) outstanding shares (3) = [(2)/(1)]*100  For alteration of the Capital Clause of the Memorandum of Association and Article			le	Not Applicab				P <sub>O</sub>		
Promoter/Promoter group No  Mode of Voting Shares Shares Solution?  Mode of Voting Shares Shares Shares Shares Shares Shares (3) = [(2)/(1)]*100  Special Resolution of the Capital Clause of the Memorandum of Association and Article of Association and Association and Article of Association a		0.0000	0	0	0.0000	0	3240797	E-Voting	Promoter and Promoter Group	
Special Resolution for alteration of the Capital Clause of the Memorandum of Association and Article o	*	*100			[(2)/(1)]*100	The state of the state of				
Promoter/Promoter group esolution?  Mode of Voting shares held (1) polled (2) outstanding favour (4) against votes polled on votes in favour (4) against votes polled on votes in votes polled on votes in votes polled on votes in votes polled on votes polled votes polled votes polled on votes polled votes poll	(7)=[(:	(6)=[(4)/(2)]	(5)		shares (3) =	1000年間				Berry
Promoter/Promoter group escolution?  Mode of Voting shares votes polled on votes in favour on special Resolution for alteration of the Capital Clause of the Memorandum of Association and Article of Association	votes	votes polled	against	favour (4)	outstanding	polled (2)	held (1)	明光明 的现在分词 医多种性皮肤 医皮肤 医皮肤 医皮肤		10000
Promoter/Promoter group esolution?  Special Resolution for alteration of the Capital Clause of the Memorandum of Association and Article of A the Company  No  Street In the Company No. of No.	again	favour on	votes	votes in	polled on	votes	shares			-
: (Ordinary Promoter group	% of v	% of votes in	No. of	No. of	% of votes	No. of	No. of	Mode of Voting	Category	-
: (Ordinary Promoter group									agenda/resolution?	man and a second
: (Ordinary Promoter group									are interested in the	
								No	Whether Promoter/Promoter group	-
•						THE PROPERTY OF THE PROPERTY O	поформация принципалниция в в принципалниция в принципалници в принципалниции в принципалниции в принципалниции в принципални	the Company	/Special)	name of the same
	Associat	and Article of	Association	orandum of	ise of the Mem	e Capital Clau	eration of the	Special Resolution for alto	Resolution Required: (Ordinary	ottower.

Gulshan Vijaykumar Chopra Managing Director DIN: 01068054

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Declaration of the voting results as per Regulati	Declaration of the voting results as per Regulation 44 (3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2013
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Promoter and Promoter Group	Not Applicable * * *
Public	Not Applicable
No. of Shareholders attended the meeting through Video	
Promoter and Promoter Group	Not Applicable
Public	Not Applicable

Resolution Required: (Ordinary /Special)	Special Resolution under Section 62(1)(c) of the Companies Act, on preferential basis	Section 62(1)	(c) of the Co	mpanies Act, 20	13 for Issue (	of Warrants	2013 for Issue of Warrants to Promoters and others	ind others
Whether Promoter/Promoter group	The promoter/promoter group to the extent of their shareholding in the Company are deemed to be interested in the	roup to the e	xtent of thei	r shareholding ir	the Compar	y are deem	led to be interes	, rea in the
are interested in the	resolution							
agenda/resolution?						100	4	of notice in
Category	Mode of Voting	No. of	No. of	% of votes	No. of	No. of	5	% Of Votes III
		shares	votes	polled on	votes in	votes	1	against on
		held (1)	polled (2)	outstanding	favour (4)	against	votes polled	votes polled
				shares (3) =		(5)	(6)=[(4)/(2)]	(7)=[(5)/(2)]
	· · · · · · · · · · · · · · · · · · ·			[(2)/(1)]*100			*100	*100
Promoter and Promoter Group	E-Voting	3240797	0	0.0000	0	0	0.0000	0.0000
	0				Not Applicable	е		
	Postal Ballot (if applicable)	3240797	3240797	100.0000	3240797	0	100,0000	0.0000
Public - Institution	E-Voting				Not Applicable	е		
	Po				Not Applicable	e		
nagana en esta	Postal Ballot (if applicable)				Not Applicable	0		
Dishiic Non Institution	E-Voting	7552003	1185	0.0157	1185	0	100.0000	0.0000
	0				Not Applicable	Ф		
		7552003	0995	0.0749	560	5100	9.8940	90.1060
	Lostal pallot (II abblicanic)	1002000	0000			7400	00 000	2 1770
Total		10792800	3247642	30.0908	3242542	5100	99.8430	0,12/0
For Niraj Cement Structurals Limited								

Gulshan Vijaykumar Chopra Managing Director DIN: 01068051

2.1A.P.C.

### 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:

- 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

Krisina Rath 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 NIRAL 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	<b>光彩基础</b>
a.	Postal Ballot Forms received	20	3247937
b.	e-Voting Confirmations	4	1185
	Total	24	3249122
Ç,	<u>Less</u> : Invalid Postal Ballot Forms /—e-Voting confirmations / Voting not carried	3	1480
d.	Valid Postal Ballot Forms / e-Voting confirmations	21	3247642
(1)	Postal Ballot Forms / e-Voting with assent for the Resolution	21	3247642
- binomy umanaum	Percentage (%) of Assent		100.00%
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	0	0.00
:	Percentage (%) of Dissent	wis and the second seco	0.00%



#### Resolution No. 2:

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

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



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Resolution No. 3:

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

