



DNG & ASSOCIATES

Company Secretaries

203, Corporate Avenue, Sonawala Road, Goregaon (E), Mumbai 400063

Contact No. 9029674929; 7977880996, Email id: dng.associates1@gmail.com;

Secretarial compliance report of NIRAJ CEMENT STRUCTURALS LIMITED for the year ended 31st March, 2021

I Nehil G. Dugar, Practicing Company Secretary have examined:

- a) all the documents and records made available to me and explanation provided by Niraj Cement Structurals Limited (“the listed entity”);
- b) the filings/ submissions made by the listed entity to the stock exchanges;
- c) website of the listed entity; and
- d) such other documents and filings made by the Company which has been relied upon to make this certification.

for the year ended 31st March, 2021 (“review period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (e) Securities and Exchange Board of India (Prohibition of fraudulent and unfair trade practices relating to securities market) (Amendment), Regulations, 2018;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 And circulars/ guidelines issued thereunder;

Note: The aforesaid list of SEBI Regulations is only the list of Regulations which were applicable to the Company during the year under review.





DNG & ASSOCIATES

Company Secretaries

203, Corporate Avenue, Sonawala Road, Goregaon (E), Mumbai 400063

Contact No. 9029674929; 7977880996, Email id: dng.associates1@gmail.com;

And Based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No. | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|---------|--|---|--|
| 1. | Regulation 33 Non-submission of the financial results within the period prescribed under this regulation | The Company had filed the unaudited financial results for the quarter ended as on 31 st December, 2020 on 30 th March, 2021 | Resulting in delay of 43 days in filing of unaudited financial results for the quarter ended on 31 st December, 2020. |
| 2. | Regulation 23 (9) Non-compliance with disclosure of related party transactions on consolidated basis. | The Company had filed the disclosure of related party transactions for the Half year ended as on 30 th September, 2020 on 19 th January, 2021 | Resulting in delay of 79 days in filing of disclosure of related party transactions for the half year ended on 30 th September, 2020. |

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.





DNG & ASSOCIATES

Company Secretaries

203, Corporate Avenue, Sonawala Road, Goregaon (E), Mumbai 400063

Contact No. 9029674929; 7977880996, Email id: dng.associates1@gmail.com;

- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken e.g., fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|---------------------|--|--|---|
| 1. | BSE LIMITED ("BSE") | As per Regulation 33 of SEBI (LODR), 2015 for submission of the financial results there was delay of 43 days in filing of unaudited financial results for the quarter ended 31 st December, 2020. | Penalty of Rs. 242,500/- (including GST) was claimed for the said delay by the board, which was paid by the Company. | The company had to file its unaudited financial results for the quarter ended as on 31 st December, 2020 within 45 days from the year end but the Company failed to do so and had filed the same in delay of 43 days from the prescribed time-limit. |





DNG & ASSOCIATES

Company Secretaries

203, Corporate Avenue, Sonawala Road, Goregaon (E), Mumbai 400063

Contact No. 9029674929; 7977880996, Email id: dng.associates1@gmail.com;

| | | | | |
|----|--|--|--|--|
| 2. | NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") | As per Regulation 33 of SEBI (LODR), 2015 for submission of the financial results there was delay of 43 days in filing of unaudited financial results for the quarter ended 31 st December, 2020. | Penalty of Rs. 242,500/- (including GST) was claimed for the said delay by the board, which was paid by the Company. | The company had to file its unaudited financial results for the quarter ended as on 31 st December, 2020 within 45 days from the year end but the company failed to do so and had filed the same in delay of 43 days from the prescribed limit. |
| 3. | BSE LIMITED ("BSE") | As per Regulation 23 (9) of SEBI (LODR), 2015 for disclosure of related party transactions of the Company there was delay of 79 days in filing of disclosure of related party transactions for the half-year ended on 30 th September, 2020. | Penalty of Rs. 206,500/- (including GST) was claimed for the said delay by the board. But the Company has sent the letter to the BSE Limited and requested to waive off the penalty. | The Company had filed the disclosure of related party transactions for the half year ended as on 30 th September, 2020 on 19 th January, 2021 |





DNG & ASSOCIATES

Company Secretaries

203, Corporate Avenue, Sonawala Road, Goregaon (E), Mumbai 400063

Contact No. 9029674929; 7977880996, Email id: dng.associates1@gmail.com;

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned) | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|----------------|--|---|---|---|
| 1 | Delay of 13 days in filing of Audited Financial Results for the year ended 31 st March, 2019. | 31 st March, 2019 | Penalty of Rs. 76,700/- (including GST) for the said delay was paid to BSE. | The Company had defaulted and paid penalty for the same on time. |





DNG & ASSOCIATES

Company Secretaries

203, Corporate Avenue, Sonawala Road, Goregaon (E), Mumbai 400063

Contact No. 9029674929; 7977880996, Email id: dng.associates1@gmail.com;

- (e) The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

For **DNG & ASSOCIATES**
COMPANY SECRETARIES

NEHIL G. DUGAR
PROPRIETOR

Membership No: 51130

COP No.: 18952

UDIN: **A051130C000294692**

Date: 13th May, 2021

Place: Mumbai

