



Niraj Cement Structurals Ltd

Dated: 30th May, 2023

To,

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| The Corporate Relations Department. BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Script Code: 532986 | National Stock Exchange of India Exchange Plaza Bandra Kurla Complex, Bandra East Mumbai 400 051 Script Symbol : NIRAJ |
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Dear Sir/Madam

Sub: Annual Secretarial Compliance Report for the period ended 31st March, 2023.

In terms of Regulation 24A of SEBI (Listing and Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI Circular No. CIR/CFD/CMD/27/2019 dated February 8, 2019, please find enclosed herewith Annual Secretarial Compliance Report dated May 30, 2023 for the Financial Year 2022-23 issued by M/s. AJP & Associates, Practising Company Secretary.

Kindly take the information on records and oblige.

Thanking you,

Yours Faithfully

For Niraj Cement Structurals Limited

ANIL
ANANT JHA
Digitally signed by
ANIL ANANT JHA
Date: 2023.05.30
21:14:12 +05'30'

Anil Anant Jha
Company Secretary & Compliance Officer
ACS: 66063

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



AJP & ASSOCIATES

Company Secretaries & Trademark Agent

ANNUAL SECRETARIAL COMPLIANCE REPORT OF

NIRAJ CEMENT STRUCTURALS LIMITED

(For the year ended 31st March, 2023)

To,

NIRAJ CEMENT STRUCTURALS LIMITED

Sunder Baug, Opp. Deonar Bus Depot,

Deonar, Mumbai - 400088

I, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **NIRAJ CEMENT STRUCTURALS LIMITED** (*hereinafter referred as 'the listed entity'*), having its Registered Office at Sunder Baug, Opp. Deonar Bus Depot, Deonar, Mumbai - 400088. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, **Abhaykumar J. Pal** have examined:

- (a) all the documents and records made available to us and explanation provided by **NIRAJ CEMENT STRUCTURALS LIMITED** ("the Company" or "the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended 31st March, 2023 ("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; ***Not applicable to the Company during the review period.***
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; ***Not applicable to the Company during the review period.***
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; ***Not applicable to the Company during the review period.***
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ***Not applicable to the Company during the review period.***
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; ***Not applicable to the Company during the review period.***
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;



and based on the above examination, I, hereby report that, during the review period:

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

| Sr. No. | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|--|--------------------------------|--|-----------------|----------------|----------------------|-------------|---|---|---------|
| 1. | All related party transactions shall require prior approval of the audit committee and all material related party transactions shall require prior approval of the shareholders. | Regulation 23 of the SEBI LODR | During the year, The Company has entered some material transaction with related party. | -- | -- | -- | -- | During the year, The Company has entered few transaction with related party which exceed the limit approved by its members. | During the year, Related Party has executed some projects at faster pace than envisaged. The said faster pace of execution was due to better co-ordination of all resources by the management, which is visible from the surge and remarkable growth in company | -- |



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|--|--|--|--|--|--|--|--|--|-----------------------|--|
| | | | | | | | | | operational receipts. | |
|--|--|--|--|--|--|--|--|--|-----------------------|--|

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

| Sr. No. | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|--|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
| 1. | <i>Not Applicable</i> | | | | | | | | | |

II. Compliances related to the resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019:

| Sr. No. | Particulars | Compliance Status (Yes / No) | Observations / Remarks By PCS |
|---------|--|------------------------------|--|
| 1. | Compliances with the following conditions while appointing/re-appointing an auditor | | |
| | i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or | NA | No such event of the resignation of a statutory auditor occurred during the review period. |



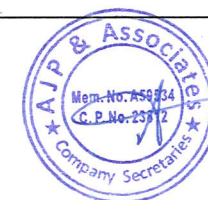
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|----|--|----|--|
| | <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p> | | |
| 2. | Other conditions relating to the resignation of the statutory auditor | | |
| | i. Reporting of concerns by the Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: | NA | No such event of the resignation of a statutory auditor occurred during the review period. |
| | <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> | NA | No such event of the resignation of a statutory auditor occurred during the review period. |



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| | <p>c. The Audit Committee / Board of Directors, as the case may be, <i>deliberated on the matter on receipt of such information</i> from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> | | |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 th October, 2019. | NA | No such event of the resignation of a statutory auditor occurred during the review period. |

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars | Compliance Status (Yes/No/Na) | Observations/Remarks By PCS* |
|---------|---|-------------------------------|------------------------------|
| 1. | <p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p> | YES | -- |



| | | | |
|----|--|-----|----|
| 2. | Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI | YES | -- |
| 3. | Maintenance and disclosures on the Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website. | YES | -- |
| 4. | Disqualification of Director: None of the Directors (s) of the Company is/ are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity. | YES | -- |
| 5. | Details related to Subsidiaries of listed entities have been examined w.r.t.: | YES | -- |



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|-----|---|------|----|
| | 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | | |
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015. | YES | -- |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under except as provided under separate paragraph herein. | N.A. | -- |
| 12. | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc. | N.A. | -- |

IV. Assumptions and Limitations of the Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Listed entity;
2. My responsibility is to report based on my examination of relevant documents and information. This is neither an audit nor an expression of opinion;
3. I have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the listed entity; and



4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 30/05/2023
Place: Mumbai
UDIN. A059534E000432016



**FOR AJP & ASSOCIATES
Company Secretaries**

**Abhay J. Pal
Proprietor
ACS. 59534 & CP. 23812
PR. 2078/2022**