



Engineers & Contractors

Niraj Cement Structurals Limited

Concrete Ideas For Better Living



25th Annual Report
2022 - 2023

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vishram Pandurang Rudre
Managing Director

Mr. Kumar Anil Radheshyam
Additional Managing Director
(upto 5th September, 2022)

Mr. Sudhakar Balu Tandale
Whole Time Director

Mr. Asit Dattani Thakkar
Whole Time Director
(upto 22nd May, 2023)

Mr. Gurpur Ramdas Kamath
Independent Director

Mrs. Dimple Deepak Geruja
Independent Director

Mr. Ratan Umesh Sanil
Independent Director

Mr. Partha Sarathi Raut
Independent Director

Mr. Vinaykumar Ghuwalewala
Chief Financial Officer
(w.e.f. 16th May, 2022)

Mr. Anil Anant Jha
Company Secretary and
Compliance Officer

STATUTORY AUDITORS

Chaturvedi Sohan & Co.
Chartered Accountants
(Firm Registration No.: 118424W)

SECRETARIAL AUDITORS

Mr. Abhay J Pal
Practicing Company Secretary
(Membership No A59534)

INTERNAL AUDITOR

Mr. Sanjay K Lodha
Chartered Accountants

BANKERS

ICICI Bank Limited

REGISTERED OFFICE

Niraj House, Sunder Baug,
Near Deonar Bus Depot,
Chembur (East) Mumbai - 400 088.
Tel. : +91 22 2551 3541 / 6602 7100
E-mail : cs@niraj.co.in
Website : www.niraj.co.in

REGISTRAR & TRANSFER AGENTS

Link Intime India Private Limited,
C-101, 1st Floor, 247 Park,
L. B. S. Marg, Vikhroli (West),
Mumbai - 400 083
Tel. : +91 22 49186000
Fax : +91 22 49186060

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NOTICE IS HEREBY GIVEN THAT THE TWENTY FIFTH (25TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF NIRAJ CEMENT STRUCTURALS LIMITED WILL BE HELD ON TUESDAY 26TH SEPTEMBER, 2023 AT 11.00 A.M. (IST) THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SUNDER BAUG, OPP. DEONAR BUS DEPOT, DEONAR, MUMBAI - 400088:

ORDINARY BUSINESS:

1. Adoption of Financial Statements for the financial year ended 31st March, 2023

- (a) To receive, consider and adopt the standalone audited financial statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon;
- b) To receive, consider and adopt the consolidated audited financial statements of the Company for the financial year ended 31st March, 2023 together with the Reports of Auditors thereon;

2. Re-Appointment of Mr. Vishram Pandurang Rudre (DIN: 08564350) as a Director, liable to retire by rotation, who has offered himself for re-appointment.

To appoint a director in place of Mr. Vishram Pandurang Rudre (DIN: 08564350), who retires by rotation and being eligible, offers himself for re-appointment

3. Re-appointment of Statutory Auditors of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 made thereunder (including any statutory modification(s)/ enactment/ re-enactment(s) for the time being in force), and pursuant to the recommendation of the Audit Committee, M/s. Chaturvedi Sohan & Co, Chartered Accountants (Firm Registration No. 118424W) be and are hereby reappointed as the Statutory Auditors of the Company for the second consecutive term of four years to hold office from the conclusion of this 25th Annual General Meeting till the conclusion of the 29th Annual General Meeting to be held in the year 2027 on such remuneration as may be recommended by the Audit Committee and approved by the Board of Directors in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

4. Ratify the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2024.

To consider and if thought fit to pass with or without modification(s) the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. P.K. Verma & Co, Cost Accountants (Registration No. 000511), appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2024 be paid remuneration of Rs. 1,00,000/- (Rupees One Lakhs only) plus taxes as applicable and reimbursement of out-of-pocket expenses incurred by them in connection with the aforesaid audit as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is here by ratified, confirmed and approved.”

5. Approval of Material Related Party Transaction with M/s. Niraj Mahavir JV, a Joint Venture.

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's policy on Related Party Transaction(s), as well as subject to requisite approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) of the company for entering into/proposed to be entered into the Contract(s)/ Arrangement(s) / Agreement(s)/ Transaction(s), with following related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and Related Party, upto an estimated transaction value of not exceeding INR. 100 crore (Rupees One Hundred Crore only) on behalf of the Company, for each of the Five (5) financial years commencing from 2023-24 to 2027-28 and such transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

| Name of Related Party | Nature of Relationship | Nature of Transactions | Amount (Rs. in Crore) |
|-----------------------|------------------------|-------------------------|-----------------------|
| Niraj Mahavir (JV) | Joint Venture | Contract Receipts | 100 |
| | | Sub-Contracting Charges | 100 |

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein

conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) or Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

6. Approval of Material Related Party Transaction with M/s. Niraj- RKD JV, a Joint Venture

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's policy on Related Party Transaction(s), as well as subject to requisite approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) of the company for entering into/proposed to be entered into the Contract(s)/ Arrangement(s) / Agreement(s)/ Transaction(s), with following related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and Related Party, upto an estimated transaction value of not exceeding INR. 100 crore (Rupees One Hundred Crore only) on behalf of the Company, for each of the Five (5) financial years commencing from 2023-24 to 2027-28 and such transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

| Name of Related Party | Nature of Relationship | Nature of Transactions | Amount (Rs. in Crore) |
|-----------------------|------------------------|-------------------------|-----------------------|
| Niraj RKD JV | Joint Venture | Contract Receipts | 100 |
| | | Sub-Contracting Charges | 100 |

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) or Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution

RESOLVED FURTHER THAT all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

7. Approval of Material Related Party Transaction with M/s. Niraj - SMIPL JV, a Joint Venture

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's policy on Related Party Transaction(s), as well as subject to requisite approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) of the company for entering into/proposed to be entered into the Contract(s)/ Arrangement(s) / Agreement(s)/ Transaction(s), with following related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and Related Party, upto an estimated transaction value of not exceeding INR. 100 crore (Rupees One Hundred Crore only) on behalf of the Company, for each of the Five (5) financial years commencing from 2023-24 to 2027-28 and such transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

| Name of Related Party | Nature of Relationship | Nature of Transactions | Amount (Rs. in Crore) |
|-----------------------|------------------------|-------------------------|-----------------------|
| Niraj - SMIPL JV | Joint Venture | Contract Receipts | 100 |
| | | Sub-Contracting Charges | 100 |

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) or Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

8. Approval of Material Related Party Transaction with M/s. NSR JV, a Joint Venture

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's policy on Related Party Transaction(s), as well as subject to requisite approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) of the company for entering into/proposed to be entered into the Contract(s)/ Arrangement(s) / Agreement(s)/ Transaction(s), with following related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and Related Party, upto an estimated transaction value of not exceeding INR. 100 crore (Rupees One Hundred Crore only) on behalf of the Company, for each of the Five (5) financial years commencing from 2023-24 to 2027-28 and such transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

| Name of Related Party | Nature of Relationship | Nature of Transactions | Amount (Rs. in Crore) |
|-----------------------|------------------------|-------------------------|-----------------------|
| NSR JV | Joint Venture | Contract Receipts | 100 |
| | | Sub-Contracting Charges | 100 |

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) or Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

9. Approval of Material Related Party Transaction with M/s. Niraj - Patel JV, a Joint Venture

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's policy on Related Party Transaction(s), as well as subject to requisite approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) of the company for entering into/proposed to be entered into the Contract(s)/ Arrangement(s) / Agreement(s)/ Transaction(s), with following related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and Related Party, upto an estimated transaction value of not exceeding INR. 100 crore (Rupees One Hundred Crore only) on behalf of the Company, for each of the Five (5) financial years commencing from 2023-24 to 2027-28 and such transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

| Name of Related Party | Nature of Relationship | Nature of Transactions | Amount (Rs. in Crore) |
|-----------------------|------------------------|-------------------------|-----------------------|
| Niraj - Patel JV | Joint Venture | Contract Receipts | 100 |
| | | Sub-Contracting Charges | 100 |

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) or Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

10. Approval of Material Related Party Transaction with M/s. Niraj – Babul Nath JV, a Joint Venture

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time

to time, Section 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's policy on Related Party Transaction(s), as well as subject to requisite approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) of the company for entering into/proposed to be entered into the Contract(s)/ Arrangement(s) / Agreement(s)/ Transaction(s), with following related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and Related Party, upto an estimated transaction value of not exceeding INR. 100 crore (Rupees One Hundred Crore only) on behalf of the Company, for each of the Five (5) financial years commencing from 2023-24 to 2027-28 and such transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

| Name of Related Party | Nature of Relationship | Nature of Transactions | Amount (Rs. in Crore) |
|-----------------------|------------------------|-------------------------|-----------------------|
| Niraj - Babul Nath JV | Joint Venture | Contract Receipts | 100 |
| | | Sub-Contracting Charges | 100 |

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) or Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect."

11. Approval of Material Related Party Transaction with M/s. Niraj - Shivsai JV, a Joint Venture

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other

applicable laws / statutory provisions, if any, the Company's policy on Related Party Transaction(s), as well as subject to requisite approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) of the company for entering into/proposed to be entered into the Contract(s)/ Arrangement(s) / Agreement(s)/ Transaction(s), with following related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and Related Party, upto an estimated transaction value of not exceeding INR. 100 crore (Rupees One Hundred Crore only) on behalf of the Company, for each of the Five (5) financial years commencing from 2023-24 to 2027-28 and such transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

| Name of Related Party | Nature of Relationship | Nature of Transactions | Amount (Rs. in Crore) |
|-----------------------|------------------------|-------------------------|-----------------------|
| Niraj - Shivsai JV | Joint Venture | Contract Receipts | 100 |
| | | Sub-Contracting Charges | 100 |

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) or Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect."

12. Approval of Material Related Party Transaction with M/s. Niraj - Jandu JV, a Joint Venture

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's policy on Related Party Transaction(s), as well as subject to requisite approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the

company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) of the company for entering into/proposed to be entered into the Contract(s)/ Arrangement(s) / Agreement(s)/ Transaction(s), with following related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and Related Party, upto an estimated transaction value of not exceeding INR. 100 crore (Rupees One Hundred Crore only) on behalf of the Company, for each of the Five (5) financial years commencing from 2023-24 to 2027-28 and such transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

| Name of Related Party | Nature of Relationship | Nature of Transactions | Amount (Rs. in Crore) |
|-----------------------|------------------------|-------------------------|-----------------------|
| Niraj - Jandu JV | Joint Venture | Contract Receipts | 100 |
| | | Sub-Contracting Charges | 100 |

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) or Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect."

13. Approval of Material Related Party Transaction with M/s. Niraj Cement Structurals Limited and S & K Developers JV, a Joint Venture

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's policy on Related Party Transaction(s), as well as subject to requisite approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its

powers conferred by this Resolution) of the company for entering into/proposed to be entered into the Contract(s)/ Arrangement(s) / Agreement(s)/ Transaction(s), with following related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and Related Party, upto an estimated transaction value of not exceeding INR. 100 crore (Rupees One Hundred Crore only) on behalf of the Company, for each of the Five (5) financial years commencing from 2023-24 to 2027-28 and such transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

| Name of Related Party | Nature of Relationship | Nature of Transactions | Amount (Rs. in Crore) |
|--|------------------------|-------------------------|-----------------------|
| Niraj Cement Structurals Limited and S & K Developers JV | Joint Venture | Contract Receipts | 100 |
| | | Sub-Contracting Charges | 100 |

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) or Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect."

14. Approval of Material Related Party Transaction with M/s. Niraj-Force JV, a Joint Venture.

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's policy on Related Party Transaction(s), as well as subject to requisite approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) of the company for entering into/proposed to be entered into the Contract(s)/ Arrangement(s) / Agreement(s)/ Transaction(s), with

following related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and Related Party, upto an estimated transaction value of not exceeding INR. 100 crore (Rupees One Hundred Crore only) on behalf of the Company, for each of the Five (5) financial years commencing from 2023-24 to 2027-28 and such transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

| Name of Related Party | Nature of Relationship | Nature of Transactions | Amount (Rs. in Crore) |
|-----------------------|------------------------|-------------------------|-----------------------|
| Niraj-Force JV | Joint Venture | Contract Receipts | 100 |
| | | Sub-Contracting Charges | 100 |

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) or Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.

15. To Appointment of Mrs. Kavita Suresh Hindia (DIN: 09335908) as an Independent Director of the Company.

To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, Mrs. Kavita Suresh Hindia (DIN: 09335908), who has been appointed as an Additional & Independent Director of the Company by the Board of Directors with effective from 25th August, 2023 in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period of five (5) years up to 24th August, 2028.”

**By order of the Board of Directors
For Niraj Cement Structurals Limited**

**Date: 25th August, 2023
Place: Mumbai**

**Anil Anant Jha
Company Secretary & Compliance Officer
Membership No.: A66063**

Registered Office:

Niraj House, Sunder Baug,
Opp. Deonar Bus Depot, Chembur (East),
Mumbai – 400 088

NOTES :

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice
2. In accordance with the, Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, dated 8th April, 2020 and 13th April, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under vide General Circular nos. 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 dated 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022 and 28th December 2022 respectively, in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as 'MCA Circulars') and The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/79 dated 12th May, 2020; Circular No. SEBI/ HO/ CFD/ CMD2/CIR/P/2022/62 dated 13th May, 2022; and Circular No. SEBI/ HO/ CFD/ PoD-2/ P/ CIR/ 2023/ 4 dated 5th January, 2023 ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and Listing Regulations, the 25th AGM of the Company is being held through VC/OAVM facility. The deemed venue for the 25th AGM shall be the Registered office of the Company.
3. As the AGM shall be conducted through VC / OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate and cast their votes through e-voting.
4. Institutional/Corporate Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of their respective Board or Governing Body Resolution/ Authorization etc., authorizing their representative to attend the AGM through VC/ OAVM on their behalf and to vote through remote e-Voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address

- to abhay@ajp.cs.in with a copy marked to evoting@nsdl.co.in.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 08th April, 2020, 13th April, 2020 and 05th May, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
 8. In terms of the MCA Circulars and the relevant SEBI Circulars, the Notice calling the AGM has been uploaded on the website of the Company at <https://niraj.co.in/investor>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindias.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
 10. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder and the MCA Circulars, the Notice calling the Annual General Meeting along with the Annual Report 2022-23 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company/RTA, unless the Members have requested for a physical copy of the same. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with RTA (in case of Shares held in physical form). For any communication, the Members may also send requests to the Company's email cs@niraj.co.in.
 11. The Register of Members of the Company will remain closed from 18th September, 2023 to 26th September, 2023 (both days inclusive).
 12. Members who continue to hold shares in physical form are requested to intimate any changes in their address immediately with postal pin code to the Company's Registrar & Share Transfer Agents, Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (west), Mumbai 400083 quoting their folio numbers. Further, please note that in the case of dematerialized shares any change(s) required in Address, Bank details, Bank Mandate, ECS Mandate, Power of Attorney and also requests for registration of Nomination, Transmission, etc., are to be intimated to your DP and not to the Company or our Registrars.
 13. Members are requested to provide their e-mail ID to the Registrars, Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083, rnt.helpdesk@linkintime.co.in if shares are held in physical form or to their respective Depository Participants if shares are held in Demat form
 14. Electronic copy of Annual Report for the year 2022-23 and Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participants(s) for communication purposes
 15. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER**
 - I. The remote e-voting period begins on Saturday, 23rd September, 2023 at 9:00 A.M. and ends on Tuesday, 25th September, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18th September, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th September, 2023.
 - II. How do I vote electronically using NSDL e-Voting system? The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system:

 - A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

| Type of shareholders | Login Method |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb /IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="1177 792 1477 972" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com /myeasi /Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial

password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

16. General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csabhaypal@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

Incase of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

17. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@niraj.co.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@niraj.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

18. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

19. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@niraj.co.in. The same will be replied by the company suitably.

20. Mr. Abhay Pal, Practicing Company Secretary (Membership No. ACS 59534 & CP No.23812) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

21. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, forth with to the Chairman of the Company, or duly authorised, who shall counter sign the same and there after, the Chairman or the person so authorised, shall declare the results of the voting forth with. This Notice as well as the Results declared along with the

Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL and communicated to the Exchanges immediately.

22. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to cs@niraj.co.in.

Explanatory Statement

(Pursuant To Section 102(1) of the Companies Act, 2013)

Item No. 3

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Members of the Company at their 20th Annual General Meeting held on 30th September, 2018 appointed M/s. Chaturvedi Sohan & Co., Chartered Accountants (Firm Registration No. 118424W), as Statutory Auditors of the Company to hold office from the conclusion of the Twentieth AGM till the conclusion of the Twenty Fifth AGM of the Company to be held in the year 2023.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the reappointment of M/s. Chaturvedi Sohan & Co., Chartered Accountants, as the Statutory Auditors of the Company, for the second consecutive term of four years from the conclusion of Twenty Fifth AGM till the conclusion of Twenty Ninth AGM of the Company to be held in the year 2027, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

M/s. Chaturvedi Sohan & Co., Chartered Accountants have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

M/s. Chaturvedi Sohan & Co., Chartered Accountants is a leading Chartered Accountancy Firm rendering comprehensive professional services which include audit, management consultancy, accounting services, valuation services, secretarial services etc. They believe in offering high quality professional services to their clients and building mutual benefit relationships. The Firm represents a combination of specialised skills, which are geared to offer sound financial advice and personalized proactive services. Those associated with the firm have regular interaction with industry and other professionals which enables the firm to keep pace with contemporary developments and to meet the needs of the clients.

M/s. Chaturvedi Sohan & Co., Chartered Accountants, was paid a fee of Rs.12.00 Lakhs (Rupees Twelve Lakhs only) for the audit of financial statements & filing of income tax expenses of the Company for the financial year ended 31st March, 2023 plus applicable taxes and out-of-pocket expenses. The increase in the fee proposed to be paid will be based after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc. the remuneration

shall be paid as may be mutually agreed between the Board of Directors and Statutory Auditors.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in item No.3.

The Board recommends their appointment for approval of the shareholders. The Board of Directors recommends passing of the resolution as set out at item no. 3 of this Notice as Ordinary Resolution.

Item No. 4

The Board, on recommendation of Audit Committee, has approved appointment of M/s. P.K. Verma & Co., Cost Accountants (Registration No.000511) as Cost Auditor of the Company, for a remuneration of Rs.1.00 (Rupees One Lakhs only) plus Goods and Service Tax (GST) as applicable, to conduct the audit of the cost accounting records of the Company for the financial year ending on 31st March, 2024.

In accordance with the provisions of section 148 of the Companies Act read with Companies (Audit and Auditors) Rules 2014 (as amended), consent of the members is sought for ratification of the remuneration payable to the Cost Auditors of the Company.

The proposal for remuneration as set out in the Notice is placed for consideration and ratification of the shareholders by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in item No.4.

The Board recommends the resolution set forth in the notice (Agenda No 4) for approval by the members.

Item No. 5 to 14

As per Regulation 23 of SEBI Listing Regulations and Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder provide that all material Related Party Transaction will require prior approval of shareholders through ordinary resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 crore or 10% of the Annual consolidated turnover of a listed entity as per last audited financial statements of the Company.

Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not.

The value of proposed transactions with Related Party is likely to exceed the aforesaid threshold limit, therefore the Audit Committee, after reviewing all necessary information has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

Details of the proposed RPTs between the Company and Related Party, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, are as follows:

| Description | Details of Proposed RPTs with the Company | | | | |
|--|---|---------------------|-------------------------|--------------------|-------------------------|
| Name of the Related Party | Niraj Mahavir (JV) | Niraj RKD JV | Niraj SMIPL (JV) | NSR (JV) | Niraj Patel (JV) |
| It's relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise). | Joint Venture | Joint Venture | Joint Venture | Joint Venture | Joint Venture |
| Tenure of the proposed transaction. | 5 years | 5 years | 5 years | 5 years | 5 years |
| Value of the proposed transaction. | Rs.100 Crores | Rs.100 Crores | Rs.100 Crores | Rs.100 Crores | Rs.100 Crores |
| Type, material terms and particulars of the proposed transaction. | Sales and Purchase | Sales and Purchase | Sales and Purchase | Sales and Purchase | Sales and Purchase |
| Percentage of the Company's annual Consolidated turnover, for the immediately preceding financial year that is represented by the value of the proposed transaction. | 16.39 | 16.39 | 16.39 | 16.39 | 16.39 |
| Justification for the proposed transaction. | The Company has not been taking up any new projects. The Company has the required financial strength and is now working on getting new orders and building up the order book with the utilities, Government and the private sector. Till such time the Company is able to secure direct orders, the Company now proposes to execute sub-contracting from other players in the market. | | | | |

| Description | Details of Proposed RPTs with the Company | | | | |
|--|---|-------------------------|-------------------------|---|-------------------------|
| Name of the Related Party | Niraj Babulnath (JV) | Niraj Shivsai JV | Niraj Jandu (JV) | Niraj Cement Structurals Limited and S & K Developers JV | Niraj Force (JV) |
| It's relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise). | Joint Venture | Joint Venture | Joint Venture | Joint Venture | Joint Venture |
| Tenure of the proposed transaction. | 5 years | 5 years | 5 years | 5 years | 5 years |
| Value of the proposed transaction. | Rs.200 Crores | Rs.100 Crores | Rs.200 Crores | Rs.100 Crores | Rs.100 Crores |
| Type, material terms and particulars of the proposed transaction. | Sales and Purchase | Sales and Purchase | Sales and Purchase | Sales and Purchase | Sales and Purchase |
| Percentage of the Company's annual Consolidated turnover, for the immediately preceding financial year that is represented by the value of the proposed transaction. | 32.79 | 16.39 | 32.79 | 16.39 | 16.39 |
| Justification for the proposed transaction. | The Company has not been taking up any new projects. The Company has the required financial strength and is now working on getting new orders and building up the order book with the utilities, Government and the private sector. Till such time the Company is able to secure direct orders, the Company now proposes to execute sub-contracting from other players in the market. | | | | |

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 5 to 14 of this Notice as an Ordinary Resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 5 to 14 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 15

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mrs. Kavita Suresh Hindia (DIN: 09335908) as an Additional and Independent Director of the Company. In terms of Section 161(1) of the Companies Act, 2013, Mrs. Kavita Suresh Hindia (DIN: 09335908) holds office as an Additional and Independent Director only up to the date of the forthcoming Annual General Meeting.

The Board of Directors appointed and proposed appointment of Mrs. Kavita Suresh Hindia as Independent Director of the Company, not being liable to retire by rotation, with effect from 25th August, 2023 for a term of five (5) years up to 24th August, 2028, subject to the approval of the shareholders at the ensuing Annual General Meeting.

Relevant details relating to appointment of Mrs. Kavita Suresh Hindia, including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India (“ICSI”) are provided in the “**Annexure I**” to the Notice. Mrs. Kavita Suresh Hindia is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and a member proposing his candidature for the office of the Director in terms of Section 160 of Companies Act, 2013 and has given his consent to act as Director.

Except Mrs. Kavita Suresh Hindia, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Special Resolution set out at item no. 6 of the accompanying notice in the interests of the Company.

**By order of the Board of Directors
For Niraj Cement Structurals Limited**

**Anil Anant Jha
Company Secretary & Compliance Officer
Membership No.: A66063**

**Date: 25th August, 2023
Place: Mumbai**

Annexure I

Details of Directors seeking appointment / re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings).

| Name of the Director | Mr. Vishram Pandurang Rudre | Mrs. Kavita Suresh Hindia |
|---|--|---|
| Date of Appointment | 13/02/2021 | 25/08/2023 |
| Date of first appointment on the Board | 13/02/2021 | 25/08/2023 |
| Date of Birth | 07/06/1971 | 12/11/1976 |
| Expertise in Specific Functional areas and Experience | He has over a decade experience in infrastructure Industry. | She is having experience of two decades in marketing and communication in various Companies |
| Educational Qualifications | Graduate | MBA |
| Directorship in other companies (including any listed entity resigned during the last 3 years) | Niraj Consulting Group Limited | Niraj InfraCapital Limited Rashri Advisory Private Limited |
| Membership / Chairmanships of committees of Other Boards (including any listed entity resigned during the last 3 years) | Nil | Nil |
| Details of Remuneration sought to be paid and the remuneration last drawn by such person | Last drawn remuneration : refer Report on Corporate Governance | NA |
| Shareholding in the Company as on 31.03.2023 | Nil | Nil |
| Relationship between Directors inter-se/ Manager and KMPs | Not related to the Director, MD, Promoter and KMP | Not related to the Director, MD, Promoter and KMP |
| Number of Meetings of the Board attended during the year | 4 out of 4 | NA |

Board's Report

To
The Members,

Your directors have pleasure in presenting the Twenty Fifth (25th) Board's Report on of the Company along with the audited financial statements for the Financial Year ("FY") ended 31st March, 2023.

FINANCIAL HIGHLIGHTS

Figures in Lakhs (₹)

| Particulars | Standalone | | Consolidated | |
|---|------------------|------------------|------------------|------------------|
| | 2022-23 | 2021-22 | 2022-23 | 2021-22 |
| INCOME | | | | |
| Revenue from Operations | 60,530.54 | 35,640.53 | 60,611.97 | 35,641.31 |
| Other Income | 404.94 | 411.80 | 404.94 | 411.80 |
| Total Income | 60,935.48 | 36,052.33 | 61,016.91 | 36,053.11 |
| EXPENSES | | | | |
| Cost of materials consumed | 58,439.91 | 34,458.01 | 58,439.91 | 34,458.01 |
| Change in Inventories | 266.41 | 120.30 | 266.41 | 120.30 |
| Employee Benefit Expenses | 131.35 | 86.21 | 137.08 | 87.36 |
| Finance Cost | 48.00 | 13.80 | 48.10 | 13.80 |
| Other Expenses. | 810.70 | 463.29 | 845.00 | 470.84 |
| Depreciation | 137.38 | 142.36 | 137.38 | 142.36 |
| Exceptional Item | 461.00 | 440.19 | 461.00 | 440.19 |
| PROFIT/ (LOSS) BEFORE TAX | 640.73 | 328.17 | 682.03 | 320.23 |
| Tax | | | | |
| Current Tax | 272.89 | 86.00 | 281.39 | 86.00 |
| Deferred Tax Assets/(Liabilities) | -34.00 | -6.72 | -32.01 | -8.71 |
| NET PROFIT/ (LOSS) AFTER TAX | 401.84 | 248.89 | 432.65 | 242.94 |
| Other Comprehensive Income | 0.04 | 7.04 | -0.37 | 7.04 |
| BALANCE CARRIED TO BALANCE SHEET | 401.88 | 255.93 | 432.28 | 249.97 |
| Basic EPS | 1.00 | 0.64 | 1.08 | 0.62 |
| Diluted EPS | 1.00 | 0.64 | 1.08 | 0.62 |

STATE OF COMPANY'S PERFORMANCE:

The Company is in business of infrastructure and engaged in construction of highways, expressways, turnkey projects roads, bridges, tunnels, etc. However, your Company is deploying its resources in the best possible way to increase business volumes and plans to achieve increased turnover in the years to come.

i) Financial Performance – Standalone

The Company achieved total revenue from operations of Rs. 60,530.54 Lakhs for the year ended 31st March 2023 as against Rs. 35,640.53 Lakhs for the year ended 31st March 2022. Profit before tax stood at Rs. 640.73 Lakhs for the year ended 31st March 2023 as against Rs. 328.17 Lakhs for the year ended 31st March 2022. During the financial year 2022-23, the Company earned a profit after tax including comprehensive income of 401.88 Lakhs as compared to Rs. 255.93 Lakhs in the previous year.

ii) Financial Performance – Consolidated

On a consolidated basis, total revenue from operations of Rs. 60,611.97 Lakhs for the year ended 31st March 2023 as against Rs. 36,053.11 Lakhs for the year ended 31st March 2022. Profit before tax stood at Rs. 682.03 Lakhs for the year ended 31st March 2023 as against Rs. 320.23 Lakhs for the year ended 31st March 2022. During the financial year 2022-23, the Company earned a profit after tax including comprehensive income of 432.28 Lakhs as compared to Rs. 249.97 Lakhs in the previous year.

DIVIDEND

Your Directors do not recommend any dividend for the year under consideration to be used for future growth of Company.

TRANSFER TO RESERVES

Your Directors recommend, transferring of Rs. 401.88 Lakhs to general reserve for the financial year 2022-23.

SHARE CAPITAL

During the year under the review the Company has not issued shares with differential rights as to dividend, voting or otherwise, sweat equity shares nor has it grant stock options.

DEPOSITS

The Company has not accepted any deposits during the year which would be covered under Section 73 & 74 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 as amended time to time.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees, investments and securities provided covered under the provisions of Section 186 of the Act have been disclosed in the Notes to the financial statements forming part of the Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All contracts or arrangements or transactions with related parties, entered into or modified during the financial year were at arm's length basis and in the ordinary course of the Company's business except for the transactions reported in Form AOC-2. The transactions falling within the definition of Related Party Transaction under the provisions of Section 188 of the Companies Act, 2013, requiring disclosures to be made in Form AOC-2 pursuant to Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 is provided in "**Annexure – A**", forming part of this report.

All contracts or arrangements with related parties were entered into only with prior approval of the Audit Committee, except transactions which qualified as Omnibus transactions as permitted under law. Transactions with related parties, as per requirements of Indian Accounting Standard have been disclosed in the accompanying financial statements.

Further in terms of the Section 188 Companies Act 2013 and Companies (Meetings of Board and its Powers) Rules, 2014 and further in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Policy on Related Party Transactions as approved by the Board has been placed on the website of the Company at <https://niraj.co.in/wp-content/uploads/2022/02/POLICY-ON-RELATED-PARTY-TRANSACTIONS.pdf>

CORPORATE SOCIAL RESPONSIBILITY

In accordance with the provision of Section 135 of the Companies Act, 2013, your company acknowledges the applicability of Corporate Social Responsibility, with applicability commencing from the Financial Year 2023-2024. Consequently, the Board of Directors has decided to create a dedicated CSR committee. This committee will be responsible for planning, executing, and supervising relevant initiatives and activities, ensuring they align smoothly with the specified mandate.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34 read with Schedule V of the Listing Regulation is given separately which may be taken as forming a part of the Annual Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The internal financial controls with reference to the Financial Statements commensurate with the size and nature of business of the Company. Further Directors have personally overviewed the adequacy of internal controls and also appointed M/s. Sanjay K. Lodha & Associates, Chartered Accountant as the Internal Auditor of the Company to manage the internal controls of the company.

In addition to Internal Audit, the Company has implemented well established internal financial practices, tool for mitigating risk in order to ensure adequate internal financial control commensurate with the size of the Company.

RISK MANAGEMENT

Pursuant to Section 134(3)(n) of the Companies Act, 2013, the company has the Risk Management Plan. The details of risk have been covered in the Management Discussion and Analysis Report forming part of the Annual report.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all senior management personnel in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviour of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "code of conduct for Board of Directors and Senior Management Personnel". The Code has been posted on the Company's website <https://niraj.co.in/wp-content/uploads/2021/12/CODE-OF-CONDUCT-FOR-BOARD-OF-DIRECTORS.pdf>

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure.

Pursuant to SEBI regulation, the declaration signed by the managing director affirming the compliance of code of conduct by the directors and senior management personnel for the year under review is annexed to and forms part of the Corporate Governance Report.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

Pursuant to Section 177(9) and (10) of The Companies Act, 2013 and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's code of conduct.

The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website at https://niraj.co.in/wp-content/uploads/2022/02/NIRAJ-CEMENT-STRUCTURALS-LIMITED_POSHA.pdf

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has adopted a policy on prevention, prohibition and Redressal of Sexual harassment at workplace and has duly constituted an Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. No case of child labour, forced labour, involuntary labour, sexual harassment and discriminatory employment was reported during the FY 2022-23. The Company has a policy on sexual harassment under which employees can register their complaints against sexual harassment. The policy ensures a free and fair enquiry with clear time lines.

SUBSIDIARIES AND ASSOCIATES

During the year under review and up to the date of this report, the Company has successfully incorporated a new subsidiary, M/s. Niraj Build India Limited, on 14th June 2023. However, it is noted that the operations of the subsidiary have not commenced as of the date of this report.

M/s. Niraj Consulting Group Limited is a subsidiaries of your Company. A Report on the performance and financial position of the subsidiary included in the Consolidated Financial Statement is provided in Form AOC-1 and forms part of this Annual Report as “Annexure B”.

The Policy for determining material subsidiaries as approved by the Board is uploaded on the Company's website and can be accessed at the Web-link: <https://niraj.co.in/wp-content/uploads/2022/02/Policy-for-determining-Material-Subsidiary.pdf>

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of your Company is duly constituted with a proper balance of Executive, Non-Executive and Independent Directors. Pursuant to Section 149 (1) and 161 of the Companies Act, 2013 read with Rule 8 (5) (iii) of the Companies (Accounts) Rules, 2014, the details relating to directors and key managerial personnel who were appointed or have resigned are reported as under:

Changes in Board Composition during FY 2022-23 and up to the date of this report is furnished below:

- ❖ During the period under review, Mr. Kumar Anil Radheshyam (DIN: 06387312) resigned from the board of the Company w.e.f. 05th September, 2022, due to personal reasons and pre-occupation in other assignments. The Board places on record its appreciation for the valuable guidance and assistance received from him during his tenure as director with the Company.
- ❖ Mr. Asit Dattani Thakkar (DIN: 01382453), Whole time Director has been resigned from the Board of the Company w.e.f. 22nd May, 2023 due to personal reasons and pre-occupation in other assignments. The Board places on record its appreciation for the valuable guidance and assistance received from him during his tenure as director with the Company.

Director Liable to Retire by rotation

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Vishram Pandurang Rudre (DIN: 08564350), Managing Director, is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible has offered himself for reappointment. Necessary resolution for his re-appointment is included in the Notice of AGM for seeking approval of Members. The Directors recommend his re-appointment for your approval. A brief resume and particulars relating to him is given separately as and Annexure to the AGM notice.

Key Managerial Personnel:

During the Financial Year 2022-23, Mr. Vinaykumar Rajkumar Ghuwalewala was appointed as Chief Financial Officer of the Company w.e.f. 16th May, 2022 and no other changes in the KMP occurred up to the date of this report.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 read with rules framed thereunder and SEBI (LODR) Regulation.

In the opinion of the Board, the independent directors are, individually, person of integrity and possess relevant expertise and experience.

In terms of regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstances or situation which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the independent directors, the Board has confirmed that they meet the criteria of independence as mentioned under regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

COMMITTEES OF BOARD, MEETINGS OF THE BOARD AND BOARD COMMITTEES

The details of the number of Board and Committee meetings of your Company held during the financial year, indicating the number of meetings attended by each Director is set out in the Corporate Governance Report. The Composition of various committees of the Board of Directors is provided in the Corporate Governance Report.

BOARD'S EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which forms part of this report.

TRAINING IMPARTED TO THE INDEPENDENT DIRECTORS

In compliance with the requirements of Listing Regulations, the Company has put in place a framework for Directors' Familiarization Programme to familiarize them with their roles, rights and responsibilities as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements and during the year, no reportable material weaknesses in the design or operation were observed.

AUDIT COMMITTEE

The details pertaining to composition of Audit Committee are included in the Corporate Governance Report, which forms part of this report. All the recommendations made by the Audit Committee were accepted by the Board.

COMPANY’S REMUNERATION POLICY

The Board, on the recommendation of the Nomination and Remuneration Committee and pursuant to Listing Regulations and Section 178 of the Companies Act, 2013, framed a policy for selection and appointment of Directors, Key Managerial Personnel and fixing their remuneration, which is available on the Company’s website at <https://niraj.co.in/wp-content/uploads/2021/12/nomination-and-remuneration-policy.pdf>

DIRECTORS’ RESPONSIBILITY STATEMENT

To the best of their knowledge and belief, your Directors confirm that:

- i. in the preparation of the annual accounts for the financial year ended 31st March, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. they have selected such accounting policies and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and of the profit of the Company for the year ended on that date;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual financial statements on a going concern basis;
- v. They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 relating to 'Meetings of the Board of Directors' and SS-2, relating to 'General Meetings', have been duly followed by the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There were no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

STATUTORY AUDITORS AND THEIR REPORTS

Pursuant to Section 139(2) of the Companies Act, 2013 and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years and each such term would require approval of the Members, an audit firm as auditor for more than two terms of five consecutive years. Accordingly, M/s.Chaturvedi Sohan & Co, Chartered Accountants (Firm Registration No.118424W), Mumbai were appointed as Statutory Auditors of the Company for a period of five consecutive years in the 20th AGM held on 29th September, 2018, till the conclusion of 25th AGM to be held in the year 2023, accordingly they retire at the 25th AGM. The term of office M/s Chaturvedi Sohan & Co, Chartered Accountants as statutory Auditors of the Company will conclude from the close of the forthcoming AGM of the Company.

The Board of Directors based on the recommendation of Audit Committee in their meeting held on 11th August, 2023 have re-appointed M/s Chaturvedi Sohan & Co, Chartered Accountants as statutory Auditors of the Company, subject to the approval of members in the ensuing annual general meeting of the Company for a period of 4 (Four) years from the conclusion of 25th Annual General Meeting upto the Conclusion of 29th Annual General Meeting to be held in the year ended 31st March, 2027 at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditor.

AUDITORS REPORT

The Audit Report of Statutory Auditors for the financial year 2022-23 has given the following qualifications on the audited financial statements:

| Auditor Qualification: | Management response |
|---|---|
| <p>We want to draw your kind attention to Note No. 5 of Audited Balance Sheet wherein Income Tax Assets (Net) amount of Rs. 1833.72 Lakhs has been shown under other non-current assets out of which amount of Rs. 873.80/- lakhs has been recovered / adjusted by the Income Tax Demand for the Assessment year 2007-08 and 2008-09 against the due refund of AY 2014-15 to 2022-23 but no provision has been made in despite of fact that no appeal is pending at any stage in respect of these payment. The Company does not have appropriate internal control system to reconcile the financial accounts pertain to Income Tax Asset (Net) with relevant tax records i.e. Assessment order which can possibly result into under/over statement of such amounts in the financial statements.</p> | <p>During the period under review, it came to the notice of the management that few demands on income tax portal which are unclear and unjustified. The management is in process of collecting the related documents and working from Income Tax department to understand and reconcile the same. On completion of reconciliation necessary amount will be provided in the books of account in next financial year.</p> |

REPORTING OF FRAUDS BY AUDITORS

There were no frauds reported by the Auditors to the Audit Committee or the Board under Section 143(12) of the Act.

SECRETARIAL AUDITOR AND THEIR REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. AJP & Associates, Company Secretary in practice, Secretarial Auditor to undertake the Secretarial Audit of the Company for the Financial Year ended 31st March, 2023.

The Secretarial Audit Report in Form MR-3 is included as **Annexure-C** and forms an integral part of this Report. The Secretarial Audit Report does not contain any qualifications, reservations, adverse remarks or disclaimer. During the year under review, the Secretarial Auditor had not reported any fraud under Section 143(12) of the Act and therefore no details are required to be disclosed under Section 134 (3)(ca) of the Act.

COST ACCOUNTING RECORDS:

In terms of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, as amended, the Board of Directors has appointed M/s. P.K. Verma & Co., Cost Accountants (Registration No. 000511) as Cost Auditor for the financial year 2023-2024. The Audit Committee recommended his appointment and remuneration subject to the compliance of all the requirements as stipulated under the Act and circulars issued thereunder. As specified by the Central Government under Section 148(1) of the Companies Act, 2013, the cost records are required to be maintained by the Company and accordingly such accounts and records are made and maintained.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review there was no foreign exchange earnings and outgo. Since the Company does not have any manufacturing facility, the other particulars required to be provided in terms of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are not applicable.

CORPORATE GOVERNANCE

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, reports on the Corporate Governance and Management Discussion and Analysis form part of the Annual Report. A Certificate from a Practicing Company Secretary on the compliance with the provisions of Corporate Governance is annexed to the Corporate Governance Report.

ANNUAL RETURN

Pursuant to sections 92(3) and 134(3)(a) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014 (as substituted by the Companies (Management and Administration) Amendment Rules, 2021 dated 05th March, 2021), a copy of the annual return is made available on the website of the Company at <https://niraj.co.in/annual-return/>

REMUNERATION POLICY

The Board has on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration. The details of the policy are more particularly mentioned in the Corporate Governance Report, which forms a part of this Annual Report. The policy is also hosted on the Company's website <https://niraj.co.in/wp-content/uploads/2021/12/nomination-and-remuneration-policy.pdf>

PARTICULARS OF EMPLOYEES

Details of remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as "**Annexure-D**".

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Changes in nature of business.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

Material changes and commitments affecting the financial position of the Company between end of the financial year and the date of this report.

PERSONNEL

The relation between the employee's and the management of your Company continue to be cordial.

ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the Ministry of Road Transport & Highways, National Highways Authority of India (NHAI), Public Works Dept of various State Governments, Central Government for their support and guidance and also thank Ministry of Corporate Affairs (MCA), Securities Exchange Board of India (SEBI), BSE Limited (BSE), National Stock Exchange of India Limited (NSE), Depositories, Regulators, Financial Institutions and Banks, Stakeholders, Suppliers, Contractors, Vendors and business partners/ associates for their consistent support/encouragement to the Company. The Company also looks forward to their support in future. Also, your Directors would also like to thank the Members for reposing their confidence and faith in the Company and its Management.

**By Order of the Board of Directors
For Niraj Cement Structurals Limited**

**Place: Mumbai
Date: 11th August, 2023**

**Vishram Pandurang Rudre
Managing Director
DIN: 08564350**

**Sudhakar Balu Tandale
Wholetime Director
DIN: 09083084**

Annexure A
Form AOC-2

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

1. Details of contracts or arrangements or transactions not at arm's length basis:

| | |
|---|---|
| Name(s) of the related party and nature of relationship | - |
| Nature of contracts/ arrangement/ transactions | - |
| Duration of the contracts / arrangements/transactions | - |
| Salient terms of the contracts or arrangements or transactions including the value, if any | - |
| Justification for entering into such contracts or arrangements or transactions | - |
| Date(s) of approval by the Board, if any | - |
| Amount paid as advances, if any | - |
| Date on which the resolution was passed in general meeting as required under first proviso to section 188 | - |

2. Details of material contracts or arrangement or transactions at arm's length basis: Amount in Lakhs

| Name(s) of the related party | Niraj - Patel JV | Niraj - Babul Nath JV | Niraj - Jandu JV |
|---|-------------------------|------------------------------|-------------------------|
| Nature of relationship | Joint Venture | Joint Venture | Joint Venture |
| Nature of contracts / arrangement/ transactions | Contract Receipt | Contract Receipt | Contract Receipt |
| Duration of the contracts / arrangements/transactions | Yearly | Yearly | Yearly |
| Salient terms of the contracts or arrangements or transactions including the value, if any: | Rs. 7,325.16 | Rs. 10,679.79 | Rs. 14,469.77 |
| Date(s) of approval by the Board, if any: | - | - | - |
| Amount paid as advances, if any: | Nil | Nil | Nil |

By Order of the Board of Directors
For Niraj Cement Structurals Limited

Place: Mumbai
Date: 11th August, 2023

Vishram Pandurang Rudre
Managing Director
DIN: 08564350

Sudhakar Balu Tandale
Wholetime Director
DIN: 09083084

Annexure B

AOC - 1

Statement containing salient features of the financial statement of Subsidiaries / Associate Companies/ Joint Ventures

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part “A”: Subsidiaries

| Name of the subsidiary | Niraj Consulting Group Limited |
|---|--------------------------------|
| 1. Reporting period for the subsidiary concerned, if different from the holding company's reporting period | 01/04/2022 to 31/03/2023 |
| 2. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries. | N.A. |
| 3. Share capital | 1 |
| 4. Reserves & surplus | 24.41 |
| 5. Total assets | 90.77 |
| 6. Total Liabilities | 90.77 |
| 7. Investments | NIL |
| 8. Turnover | 107.68 |
| 9. Profit before taxation | 41.30 |
| 10. Provision for taxation (Deferred Tax) | 10.49 |
| 11. Profit after taxation | 30.81 |
| 12. Proposed Dividend | NIL |
| 13. Percentage of shareholding | 74.5% |

The following information shall be furnished:-

- Names of subsidiaries which are yet to commence operations – NIL
- Names of subsidiaries which have been liquidated or sold during the year- NIL

Part “B”: Associates and Joint Ventures

| Name of Associates/ Joint Ventures | |
|---|-----|
| 1. Latest audited Balance Sheet Date | --- |
| 2. Shares of Associate/ Joint Ventures held by the company on the year end No. Amount of Investment in Associates/ Joint Venture Extend of Holding % | --- |
| 3. Description of how there is significant influence | --- |
| 4. Reason why the associate/ joint venture is not consolidated | --- |
| 5. Net worth attributable to Shareholding as per latest audited Balance Sheet | --- |
| 6. Profit / Loss for the year | --- |
| i. Considered in Consolidation | --- |
| ii. Not Considered in Consolidation | --- |

The following information shall be furnished:-

- Names of associates or joint ventures which are yet to commence operations - NIL
- Names of associates or joint ventures which have been liquidated or sold during the year - NIL

**By Order of the Board of Directors
For Niraj Cement Structurals Limited**

**Place: Mumbai
Date: 11th August, 2023**

**Vishram Pandurang Rudre
Managing Director
DIN: 08564350**

**Sudhakar Balu Tandale
Wholetime Director
DIN: 09083084**

Annexure – C

FORM NO. MR-3

Secretarial Audit Report

For The Financial Year Ended 31st March, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Niraj Cement Structurals Limited
Niraj House, Sunder Baug,
Near Deonar Bus Depot,
Chembur, Mumbai– 400088.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Niraj Cement Structurals Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Auditor's Responsibility :

My responsibility is to express an opinion on compliance with the applicable laws and maintenance of records based on the audit. I have conducted the audit in accordance with the applicable Auditing Standards issued by the Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Modified Opinion:

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, I hereby report that in my opinion, the company has during the audit period covering the financial year ended on 31st March, 2023 generally complied with the statutory provisions listed here under and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. (Not applicable to the Company during the Audit period);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. (Not applicable to the Company during the Audit period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. (Not applicable to the Company during the Audit period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021. (Not applicable to the Company during the Audit period);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. (Not applicable to the Company during the Audit period);

- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vi) Management has identified and confirmed the following laws as being specifically applicable to the Company:-
- (a) Water (Prevention & Control of pollution) Act, 1974;
 - (b) Air (Prevention & Control of pollution) Act, 1981;
 - (c) Hazardous wastes (Management, Handling & Transboundary Movement) Rules, 2008;
 - (d) Payment of Gratuity Act, 1972;
 - (e) Contract Labour (Regulation & Abolition) Act, 1979.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except there are few transactions with related party which exceed the limit approved by its members.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the Board and Committee meetings duly recorded and signed by the chairman, the decision of the board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

FOR AJP & ASSOCIATES
Company Secretaries

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

Place: Mumbai
Date: 11th August, 2023

UDIN : A059534E000790528

This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

'Annexure A'

To,
The Members,
Niraj Cement Structurals Limited
Niraj House, Sunder Baug,
Near Deonar Bus Depot,
Chembur, Mumbai– 400088.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as applicable to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Account of the company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

FOR AJP & ASSOCIATES
Company Secretaries

Abhay J. Pal
ACS. 59534 & CP. 23812
PR. 2078/2022
UDIN : A059534E000790528

Place: Mumbai
Date: 11th August, 2023

Annexure – D

INFORMATION REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2022-2023, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the financial year 2022-2023

| Sr. No. | Name of Director/ KMP | Designation | Ratio of remuneration of each Director to median remuneration of Employees | Percentage increase in Remuneration |
|---------|-----------------------------|--|--|-------------------------------------|
| 1. | Mr. Vishram Pandurang Rudre | Managing Director | 1.10 | NA |
| 2. | Mr. Sudhakar Balu Tandale | Whole Time Director | 1.01 | NA |
| 3. | Mr. Asit Dattani Thkkar | Whole Time Director | NA | NA |
| 4. | Mr. Partha Raut | Independent Director | NA | NA |
| 5 | Mr. Gurple Ramdas Kamath | Independent Director | 0.25 | NA |
| 6 | Mr. Ratan Sanil | Independent Director | NA | NA |
| 7 | Mrs. Dimple Gureja | Independent Director | 0.27 | NA |
| 8 | Mr. Kumar Anil Radheshyam | Managing Director | NA | NA |
| 9 | Mr. Vinaykumar Ghuwalewala | Chief Financial Officer | 4.34 | NA |
| 10 | Mr. Anil Jha | Company Secretary & Compliance Officer | 1.80 | NA |

2. There were no increase in the median remuneration of Employees for the financial year 2022-2023
3. The Company has 15 permanent employees on the rolls of Company as on 31st March, 2023.
4. There was no increase in the salaries of Employees or managerial personnel in the financial year 2022-2023.
5. Average percentile increases already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.-Not Applicable.
6. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.
7. Particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
8. The statement containing names of top ten employees in terms of remuneration drawn as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided to a member who is interested in obtaining these particulars upon receipt of a written request from such member by the Company. Member can write to the Company at cs@niraj.co.in

**By Order of the Board of Directors
For Niraj Cement Structurals Limited**

**Place: Mumbai
Date: 11th August, 2023**

**Vishram Pandurang Rudre
Managing Director
DIN: 08564350**

**Sudhakar Balu Tandale
Wholetime Director
DIN: 09083084**

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS OVERVIEW

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads, and urban infrastructure development. In other words, the infrastructure sector acts as a catalyst for India's economic growth as it drives the growth of the allied sectors like townships, housing, built-up infrastructure and construction development projects.

Niraj Cement Structurals Limited (Niraj) is in the business of specialty engineering construction and infrastructure for the past 3 decades, Niraj is amongst the oldest and most well reputed infrastructure companies in India, with a wealth of diverse experience and exposure. Our corporate philosophy of trust, integrity and quality has placed us at the forefront of the construction industry.

At Niraj, we adhere to global standards in construction, with appropriate supervision and project control to maximize quality, a focus on sustainable development and solid solutions to construction challenges.

The company provides end-to-end solutions, highways, bridges, water supply and drainage, irrigation, land storm water drainage and other infrastructural work.

India's extensive infrastructure needs are well known. Decades of under investment have left the country with dire deficits in such critical areas as railways, roads. The project implementation is undertaken with the assistance of sub-contractors and other agencies. Niraj provides the necessary technical and financial assistance to the sub-contractors.

The dedicated architects, engineers and quantity surveyors that drive the firm's activities are ably complemented by a team of multi-skilled and competent support staff. The company also actively procures the latest construction technologies to assist its highly skilled workers.

I. INDUSTRY STRUCTURE AND DEVELOPMENTS

Indian economy is driven through multiple economic sectors and infrastructure is one of the major sector contributions to continuous growth. The infrastructure sector in India is poised to grow at a CAGR of 8.2% by 2027. The launch of a quadrilateral economic forum by India, the US, Israel & the UAE in November 2021 has further added to the influx of infrastructure growth perspectives. Alternatively, the introduction to the "Infrastructure for Resilient Island States" program in November 2021 has shown a significant opportunity to improve the lives of vulnerable nations across the globe by enabling Indian infrastructure growth to flourish in tri-folds.

In order to meet India's aim of reaching a US\$ 5 trillion economy by 2025, infrastructure development is the need of the hour. The government has launched the National Infrastructure Pipeline (NIP) combined with other initiatives such as 'Make in India' and the production-linked incentives (PLI) scheme to augment the growth of the infrastructure sector. Historically, more than 80% of the country's infrastructure spending has gone toward funding for transportation, electricity, and water & irrigation.

In India, about 42% of the projects in the NIP are under implementation, which means construction work is already going on. Another 19% is under the development stage, while a significant 31% is still in the conceptual stage. During the fiscals 2020 to 2025, sectors such as Energy (24%), Roads (19%), Urban (16%), and Railways (13%) amount to around 70% of the projected capital expenditure in infrastructure in India.

II. OPPORTUNITY AND THREATS

Global Economy:

At the outset of 2023, encouraging developments in the global economy encompass the easing of inflation and energy costs from their apex levels, along with China's decision to terminate its zero-COVID strategy, which is projected to provide a stimulus to economic growth. While the complete impact of these changes is yet to be fully realized, emerging markets and developing economies are already experiencing a substantial upswing in growth rates, reaching 3.6% this year compared to 2.8% in 2022. Inflation expectations are presently stable, with a predicted decrease from 7.0% this year to 4.9% in 2024, due to major central banks communicating the necessity for a more stringent monetary policy stance. Moderating demand and escalating interest rates globally will further erode inflationary pressures throughout 2023. The tightening of monetary policy by the majority of central banks is anticipated to drive inflation back toward its targets leading it toward the recovery path.

(Source: IMF - World Economic Outlook, April 2023, Euro monitor International - Global Economic Outlook: Q1 2023).

Indian Economy:

India witnessed a remarkable recovery in the post-COVID world, delivering one of the best performances in terms of economic output. The economy is experiencing sustainable growth, as evident from the country's estimated 6.9% growth rate in FY 2023 that surpasses that of other major economies. The service, manufacturing and export sectors sprung back to action in the post-COVID environment. The revival facilitated by the government's spending on infrastructure and other key economic drivers yielded positive results, with almost all sectors of the economy experiencing a robust recovery. To contain inflation, the government pursued supply side reforms, promoted exports and tightened monetary its policy.

During FY 2023, the government increased capital spending by 37%. Its priorities remain on critical infrastructure projects such as expressways, high-speed rail, mass transit systems, airports, and affordable housing. The spending in these areas also contributed to normalising the allied sectors that were affected by the pandemic, and, in turn, led to investments and job creation. With a nominal GDP of US \$ 3.53 trillion, India is the fifth largest economy in the world. According to the forecasts by IMF, by 2030 it will surpass Japan and Germany as the third-largest economy and the fastest-growing major economy. As part of the Indian government's Atmanirbhar Bharat initiative, the production-linked incentives (PLI) scheme aims to make India a manufacturing powerhouse by reducing imports and incentivizing local production.

Union Budget

Increase in infrastructure investment provides a critical push to the potential growth of the economy. The Government, in recent years, provided an increased impetus for infrastructure development and investment through the enhancement of capital expenditure. In the Union Budget of 2023-24, the Government has further increased the capital expenditure outlay by approximately 33% to Rs. 10 lakh crore which is nearly 3 times the outlay in 2019-20.

The increase in outlay is expected to ramp up the virtuous cycle of investment and job creation. The continuation of 50 year interest free loans to states for one more year is expected to spur investments in infrastructure and enhance growth in the economy.

The buffet of reforms launched by the Government such as the National Infrastructure Pipeline (NIP), PM GatiShakti Scheme & such other schemes have increased infrastructure development and have brought efficiencies and cost competitiveness. As part of the NIP, the Union Government plans to invest over Rs. 111 lakh crore by 2025. Out of the total NIP, Rs. 108 lakh crore worth of projects are under different stages of implementation. The investments planned under the National Infrastructure Pipeline (NIP) will be the key growth drivers for the construction sector and will drive the demand for the cement and steel industries as well. Further, the strong focus of the Government on infrastructure led economic growth is expected to bring significant opportunities in the sector over the medium term. India's construction sector is expected to record a CAGR of 10.8% during the 2022-2026 period.

III. SEGMENT-WISE / PRODUCT-WISE PERFORMANCE

The Company operates in only one business segment i.e. Infrastructure. The company has passed through a very unusual phase, any worthwhile comparison of performance between past years would be inconclusive. There is yet considerable scope for improvement in upcoming years.

IV. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Financial Performance – Standalone

The Company achieved total revenue from operations of Rs. 60,530.54 Lakhs for the year ended 31st March 2023 as against Rs. 35,640.53 Lakhs for the year ended 31st March 2022. Profit before tax stood at Rs. 640.73 Lakhs for the year ended 31st March 2023 as against Rs. 328.17 Lakhs for the year ended 31st March 2022. During the financial year 2022-23, the Company earned a profit after tax including comprehensive income of 401.88 Lakhs as compared to Rs. 255.93 Lakhs in the previous year.

Financial Performance – Consolidated

On a consolidated basis, total revenue from operations of Rs. 60,611.97 Lakhs for the year ended 31st March 2023 as against Rs. 35,641.31 Lakhs for the year ended 31st March 2022. Profit before tax stood at Rs. 682.03 Lakhs for the year ended 31st March 2023 as against Rs. 320.23 Lakhs for the year ended 31st March 2022. During the financial year 2022-23, the Company earned a profit after tax including comprehensive income of 432.28 Lakhs as compared to Rs. 249.97 Lakhs in the previous year.

KEY FINANCIAL RATIOS

| Particulars | FY 2022-23 | FY 2021-22 | % change |
|----------------------------------|------------|------------|----------|
| Current Ratio | 1.90 | 1.98 | -0.08 |
| Return On Equity Ratio | 2.45% | 1.39% | 1.06% |
| Net Profit Ratio | 0.71% | 0.68% | 0.03% |
| Return On Capital Employed | 3.83% | 1.81% | 2.02% |
| Return On Investment | 7.99% | 9.16% | -1.17% |
| Debt-Equity Ratio | 0.14 | 0.74 | -0.60 |
| Debt Service Coverage Ratio | 0.24 | 0.29 | -0.05 |
| Trade Receivables Turnover Ratio | 6.74 | 5.24 | 1.50 |
| Trade Payables Turnover Ratio | 16.97 | 18.09 | -1.12 |
| Net Capital Turnover Ratio | 4.86 | 2.84 | 2.02 |

V. RISK AND CONCERNS:

The environment in which the company operates is influenced by a variety of circumstances, some of which are within its control and others which are not. We have created a strong framework for risk management that lowers volatility brought on by unfavorable internal and external events, makes risk assessment, mitigation, and reporting procedures easier, and enables management to conduct timely reviews. The actions has taken to reduce some of these hazards are discussed in the section that follows.

Economic Risks : We plan to generate the majority of our revenue from infrastructure projects in India. As a result, our reliance on the industry's ongoing economic growth and on governmental infrastructure development programmes is great. It also heavily depends on budgetary commitments from the federal and state governments, involvement in projects supported by multilateral agencies, public institutions, and access to funds from the private sector. Our prospects and operational results would be significantly impacted by macroeconomic conditions in India's infrastructure industry. The policies established by the federal and state governments will continue to have an impact on our operational outcomes.

Bidding and execution capabilities : In India, the process of developing significant infrastructure projects entails pre qualifying prospective bidders based on their technical and financial prowess. Pre-qualification requirements are based on variables like appropriate prior project execution accomplishments, net worth, cash accruals, etc. After a project is chosen, its timely completion depends on a number of variables. We aim for effective project management and execution through effective resource deployment, swift decision-making by project managers on the ground, strong partnerships with suppliers and subcontractors, and coordination between project sites and the headquarters. We keep tabs on the execution of projects in terms of time, money, quality, effectiveness, human resources, and the use of plant and equipment. As our business expands, our ability to continue executing contracts successfully will be crucial to our strategy and operational performance.

Completion risk : This is the possibility that the project won't be finished either on time or at all for a variety of reasons, including cost overruns, technological setbacks, unavoidable circumstances, etc. We coordinate the prompt mobilisation of the site team, other requirements, and the timely supply of materials, people, and equipment. Additionally, we have a monitoring system in place to keep track of the client clearances and drawing requirements and make sure they are informed beforehand and are properly documented.

Resource risk : This risk includes the non-availability of raw materials for the project operation. It also includes the risk that the raw material prices might move adversely. We draw up the project cost estimates based on site conditions, expected duration of the project, seasonal cost/ availability factors while quoting. We also negotiate better rates from suppliers/ service providers, leveraging on the volumes across sites.

Operating risk : The possibility that project costs will rise. It also covers the possibility that the project would have operational issues. We make sure to do a thorough analysis of the project's scope and site circumstances, and we include cross-functional teams in the tendering process to account for all potential uncertainties. The project execution plan is then meticulously created with process linkages.

Casualty risk : This is the possibility that project equipment will sustain physical harm. It also covers obligations to third parties due to mishaps at the project site.

Site risk : This is the risk that the project site might have legal encumbrances. It also includes the risk that the site has technical problems.

Cost Management : We have experienced that our operating expenses constitute a major chunk of our total income. Our operating costs which relate to project costs mainly comprise cost of inputs, labour, fuel expenses, sub-contracting expenses and usage of various machinery. These costs are subject to volatility and may fluctuate owing to reasons beyond our control. Our ability to handle these costs in an effective manner will impact our results of operations.

Competition : Numerous infrastructure businesses who are active in the same geographical marketplaces as us compete with us fiercely for project awards. Additionally, some of our rivals are bigger than us, have more substantial financial resources, a more seasoned management team, or superior engineering capabilities for carrying out technically challenging tasks. Our ability to win projects at prices that would produce the returns we want will continue to be significantly impacted by competition from other infrastructure companies.

In order to deal with a general climate characterised by high interest rates, sluggish demand, liquidity concerns, and higher input costs, the company has implemented a variety of measures, such as the deployment of risk mitigation strategies, superior project execution, and intelligent cost management. In order to increase operational efficiencies, the Company has developed a practical strategy to navigate through the challenging times. To achieve this, it has reduced overhead costs and optimally utilised its resources to create a lean yet effective organisation.

VI. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has proper and adequate internal control systems commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. Efforts for continued improvement of internal control systems are being consistently made in this regard.

VII. HUMAN RESOURCE MANAGEMENT:

The Company continues to excel in the field of Human Capital management with unique practices in the Infrastructure Industry. The Company strives to achieve the highest levels of employee engagement with multiple focused initiatives towards effective training and development of employees at various levels. The healthy status of the Company's human capital is evident from the trend analysis of achievement, higher productivity with stable employee numbers and low attrition rate vis-a-vis industry competitors.

VIII. CAUTIONARY STATEMENT :

Statements in the Management Discussion and Analysis describing the Company's objectives and expectations may be "forward looking statement" within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and reasonable expectation of future events. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand/ supply, price conditions in the domestic and overseas market in which the Company operates, changes in the Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts and other factors such as litigation and industrial relations

CORPORATE GOVERNANCE REPORT

1. Company Philosophy on Corporate Governance:

The Niraj Cement Structurals Limited believes that Corporate Governance is about best practices of business to be imbibed into the culture of the organization and complying with value systems, ethical business practices, laws and regulations to achieve the main objectives of the Company.

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

Corporate Governance is very important for an organization as it shows the effectiveness of governance, the strength and standard of the Company. Your Company always follows principles and standards, ethical practices and remains transparent when it deals with stake holders.

The Company is committed to optimizing long term value for its stakeholders with a strong emphasis on the transparency of its operations and instilling pride of association. The Company follows the best practices of Corporate Governance and reporting systems in accordance with SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 (Listing Regulations).

The Company has strong legacy of fair, transparent and ethical governance practices. Compliance of all the provisions, rules and regulations is regularly audited to fulfil the demand of regulators and stakeholders and to give worth to their money, time, effort and investment.

2. Board of Directors:

The Board of Directors ('Board') is at the core of our corporate governance practice and oversees and ensures that the Management serves and protects the long-term interest of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance.

A. Composition, Category of Directors and their Other Directorship:

The Company believes in a well-balanced and diverse Board which enriches discussions and enables effective decision making. The Board of the Company is diverse in terms of qualification, competence, skills and expertise which enables it to ensure long term value creation for all the stakeholders. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected.

As per Listing Regulations, the composition of Board of Directors of the Company shall be such that, the Board of Directors shall have an optimum combination of Executive and Non-Executive Directors with at least one Woman Director and not less than fifty percent of the Board of Directors shall comprise of Non-Executive Directors and if Chairperson of the Board of Directors is a Non-Executive Director, at least one third of the Board of Directors shall comprise of Independent Directors.

Our policy is to have a mix of Executive Directors, Non-Executive Directors and Independent Directors to maintain the Board's independence and separate its functions of governance and management. As on 31st March, 2023, the Board comprised of seven members, three of whom are Executive Directors and four of whom are Non-Executive Directors and Independent Directors including one Women Independent Directors. The Board periodically evaluates the need for change in its composition and size.

The composition of the Board is in conformity with Regulation 17 of the Listing Regulations read with Section 149 and Section 152 of the Act. During the year under review and as on date of this report, none of our Directors serve as Director as Independent Directors in more than seven listed companies and none of the Executive Directors serve as Independent Director on any listed company.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act along with rules framed there under. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the Management.

During the Financial Year 2022-23, none of our Directors acted as Member in more than 10 committees or as Chairperson in more than 5 committees across all listed entities where they serve as a Director. For the purpose of determination of limit of the Board Committees, chair personship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of Listing Regulations. Further, there are no inter-se relationships between our Board Members.

Composition of the Board and Details of Directorship and Committee membership in Companies as on 31st March, 2023:

| Name and Designation of Directors | Category | No of Directorship in Unlisted Companies | No of Directorship in Listed Companies including this listed entity | No of Membership position in Committees of Listed Companies including | No of Chairmanship position in Committees of Listed Companies including | No. of shares held in the Company |
|--|--------------------|--|---|---|---|-----------------------------------|
| Mr. Vishram Pandurang Rudre (Managing Director) | Executive Director | 1 | 1 | 2 | - | - |
| Mr. Gurbur Ramdas Kamath (Independent Director) | Non-Executive | 2 | 1 | 2 | - | - |
| Mrs. Dimple Deepak Geruja, (Woman Independent Director) | Non-Executive | - | 1 | - | 1 | - |
| Mr. Partha Sarathi Raut (Independent Director) | Non-Executive | 2 | 1 | - | - | - |
| *Mr. Ratan Umesh Sanil (Independent Director) | Non-Executive | - | 1 | - | 1 | - |
| **Mr. Kumar Anil Radheshyam (Additional Managing Director) | Executive Director | - | 1 | - | - | - |
| Mr. Sudhakar Balu Tandale (Whole time Director) | Executive Director | 1 | 1 | - | - | - |
| ***Mr. Asit Dattani Thakkar (Whole time Director) | Executive Director | - | 1 | - | - | - |

¹Directorship held in Private Companies, Not for Profit Companies and Foreign Companies and alternate directorship is not included.

²The Committee Memberships and Chairmanships in other Companies includes Memberships and Chairmanships of Audit and Stakeholders' Relationship Committees of listed companies only.

Changes in the Board during the FY 2022-23

- ❖ *Mr. Ratan Umesh Sanil was re-appointed as an Independent Director of the Company for a further period of five years w.e.f. 14th December, 2022 to 13th December, 2027.
- ❖ **Mr. Kumar Anil Radheshyam was resigned as an Additional (Managing) Director of the Company w.e.f. from 5th September, 2022.
- ❖ ***Mr. Asit Dattani Thakkar was resigned as a Whole-time Director of the Company w.e.f. 22nd May, 2023.

B. Meeting Held:

In compliance with the provisions of Regulation 17 of Listing Regulation and section 173 of the Act, Board met 04 (Four) times during the financial year and the gap between any two Board Meetings did not exceed one hundred and twenty days. The dates on which the said meeting as under:

16th May, 2022, 12th August, 2022, 14th November, 2022 and 9th February, 2023.

The details of attendance at Board Meetings held during the financial year 2022-23 and at the 24th Annual General Meeting held on 29th September, 2022 ('AGM') of the Company are detailed below:

| Name of the Director | Designation | No. of Meetings held/ Attended | Last AGM held on 29th September, 2022 |
|-----------------------------|----------------------|-----------------------------------|--|
| Mr. Vishram Pandurang Rudre | Managing Director | 4/4 | Yes |
| Mr. Sudhakar Balu Tandale | Whole Time Director | 4/4 | Yes |
| Mr. Kumar Anil Radheshyam | Managing Director | 2/2 | NA |
| Mr. Asit Dattani Thakkar | Whole Time Director | 4/4 | Yes |
| Mrs. Dimple Deepak Geruja | Independent Director | 4/4 | Yes |
| Mr. Gurpur Ramdas Kamath | Independent Director | 4/4 | No |
| Mr. Ratan Umesh Sanil | Independent Director | 4/4 | Yes |
| Mr. Partha Sarathi Raut | Independent Director | 4/4 | No |

C. Skills/expertise/competencies of the Board of Directors:

The Board of the Company is highly structured to ensure a high degree of diversity by age, education / qualifications, professional background, sector expertise, exceptional skills and geography. In compliance with Listing Regulations ("SEBI Amendment Regulations, 2018), the Board of Directors has identified the skills/expertise/ competencies in the context of the Company's business and possession of the same by each member of the Board in compliance with the said regulations which are as follows:

- 1) Business experience
- 2) Industry knowledge
- 3) Professional Skill and Qualification
- 4) Behavioural Competencies including integrity and high ethical standard

Director skills, expertise, competencies and attributes desirable in Company's business and sector in which it functions

| Name of the Director | Areas of Skills / Expertise / Competence | | | | |
|-----------------------------|--|--------------------|--------------------------------------|---|--|
| | Business experience | Industry knowledge | Professional Skill and Qualification | Behavior Competencies including integrity and high ethical standard | Legal and Regulatory Compliance and Governance |
| Mr. Vishram Pandurang Rudre | √ | √ | √ | √ | - |
| Mr. Sudhakar Balu Tandale | √ | √ | - | √ | - |
| Mr. Kumar Anil Radheshyam | √ | √ | √ | √ | √ |
| Mr. Asit Dattani Thakkar | √ | √ | √ | √ | - |
| Mrs. Dimple Deepak Geruja | √ | √ | √ | √ | - |
| Mr. Gurpur Ramdas Kamath | √ | √ | √ | √ | √ |
| Mr. Ratan Umesh Sanil | √ | √ | √ | √ | - |
| Dr. Partha Sarathi Raut | √ | √ | √ | √ | - |

However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding skills/expertise/competencies.

D. Independent Directors:

In the opinion of the Board, the existing Independent Directors fulfil the conditions specified in the SEBI Listing Regulations and are independent of the Management.

E. Code of Conduct

All the Directors and senior management have affirmed compliance with the Code of Conduct as approved and adopted by the Board of Directors and a declaration to that effect, signed by the Managing Director has been annexed to the Corporate Governance Report as “Annexure A”. The Code of Conduct has been posted on the website of the Company, the web link for which is <https://niraj.co.in/wp-content/uploads/2021/12/CODE-OF-CONDUCT-FOR-BOARD-OF-DIRECTORS.pdf>

3. COMMITTEES OF THE BOARD:

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities as mandated by applicable regulation which concern the Company and need a closer review and they focus on specific areas and make informed decisions within the authority delegated. The committees also make specific recommendations to the board on various matters, within the scope delegated to them, whenever required. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval and the board have accepted all recommendations of the Committees. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board, as a part of good governance practice. The minutes of the meeting of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate. The Board has established the following statutory Committees:

A. Audit Committee:

Apart from all the matters provided in regulation 18 read with Schedule II of Listing Regulations as well as section 177 of the Act, the Audit Committee acts as an interface between the Statutory and Internal Auditors, the Management and the Board of Directors. It assists the Board in fulfilling its responsibilities of monitoring financial reporting processes; reviewing the Company's established systems and processes for internal financial controls and governance; and reviews the Company's statutory and internal audit processes. The Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the company.

i. Composition, Meetings and Attendance

The composition of the Audit Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

The committee met 4 (Four) times during the financial year ended 31st March, 2023. These Meetings were held on 16th May, 2022; 12th August 2022; 14th November 2022 and 9th February, 2023.

The composition, details of the meetings held and attended during the financial year ended 31st March, 2023 along with other details are as follow:

| Name of the Director | Nature of membership | No. of Meeting sheld / Attended |
|-----------------------------|----------------------|---------------------------------|
| Mr. Ratan Umesh Sanil | Chairperson | 4/4 |
| Mr. Gurpur Ramdas Kamath | Member | 4/4 |
| Mr. Vishram Pandurang Rudre | Member | 4/4 |

All the members of the committee have good knowledge of finance, accounts and business management. The composition of this committee is in Compliance with the requirements of Section 177 of Companies Act, 2013 and Listing Regulations.

ii. Terms of Reference

The terms of reference of Audit Committee includes of the matters specified all the matters provided in regulation 18 read with Schedule II of Listing Regulations as well as section 177 of the Companies Act 2013.

B. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee is responsible for evaluating the balance of skills, experience, independence, diversity and knowledge on the Board and Key Managerial Personnel and for drawing up selection criteria, ongoing succession planning and appointment procedures for both internal and external appointments.

i. Composition, Meetings and Attendance

The composition of the Nomination and Remuneration Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 read with the rules made thereunder and Regulation 19 read with part D of Schedule II of the Listing Regulations.

The committee met 2 (Two) times during the financial year ended 31st March, 2023. These Meetings were held on 16th May, 2022 and 12th August, 2022.

The composition, details of the meetings held and attended during the financial year ended 31st March, 2023 along with other details are as follow:

| Name of the Director | Nature of membership | No. of Meeting sheld / Attended |
|---------------------------|----------------------|---------------------------------|
| Mr. Gurpur Ramdas Kamath | Chairperson | 2/2 |
| Mrs. Dimple Deepak Geruja | Member | 2/2 |
| Mr. Ratan Umesh Sanil | Member | 2/2 |

ii. Terms of Reference

The terms of reference of Nomination and Remuneration Committee includes of the matters specified in Schedule II of Listing Regulations as well as section 178 of the Companies Act 2013.

iii. Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgement.

C. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee ('SRC') considers and resolves the grievances of our shareholders and other security holders, including complaints relating to non-receipt of annual report, transfer and transmission of securities, non-receipt of dividends/interests, issue of new/duplicate certificates, general meetings and such other grievances as may be raised by the security holders from time to time.

i. Composition, Meetings and Attendance

The composition of the Stakeholders Relationship Committee of the Company is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The Committee met once during the financial year ended 31st March, 2023 i.e. on 14th November, 2022.

The composition, details of the meetings held and attended during the financial year ended 31st March, 2023 along with other details are as follow:

| Name of the Director | Nature of membership | No. of Meeting sheld / Attended |
|-----------------------------|----------------------|---------------------------------|
| Mrs. Dimple Deepak Geruja | Chairperson | 1/1 |
| Mr. Gurpur Ramdas Kamath | Member | 1/1 |
| Mr. Vishram Pandurang Rudre | Member | 1/1 |

The Stakeholders' Relationship Committee also reviews:

- Measures taken for effective exercise of voting rights by shareholders;
- Service standards adopted by the Company in respect of services rendered by our Registrars & Transfer Agent;
- Measures rendered and initiatives taken for reducing quantum of unclaimed dividends and ensuring timely receipt of dividend/annual report/notices and other information by shareholders.

ii. Details of Company Secretary & Compliance Officer of the Company :

- ❖ Mr. Anil Anant Jha is a Company Secretary and Compliance Officer of the Company.

iii. Status Report of Investor Complaints for the year ended 31st March, 2023

| Opening Balance | Received during the year | Resolved during the year | Closing Balance |
|-----------------|--------------------------|--------------------------|-----------------|
| 0 | 0 | 0 | 0 |

No complaints were received from investors during the financial year.

D. Independent Directors' Meeting:

Section 149(8) of the Act has prescribed the Code for Independent Directors in Schedule IV for every company that has Independent Directors. Clause VII of the said Schedule and Regulation 25 of Listing Regulation requires every company to convene a separate meeting of the Independent Directors.

During the year, the Independent Directors met on 9th February, 2023 without the presence of Non-Independent Directors and Members of Management and All the Independent Directors were present at the Meeting to discuss the following.

- Review the performance of Non-Independent Directors and the Board as a whole;
- Review of performance of the Chairperson taking into consideration the views of Executive and Non-Executive Directors;
- Assess quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the Meeting.

4. Remuneration of Directors

A. Pecuniary Relationships or transactions of the Non-Executive Directors:

The Non-Executive Directors are paid remuneration by way of Sitting Fees, the details of which for the financial year 2022-23 are as under:

Figures in Lakhs (₹)

| Name of Directors | Sitting Fees Paid | Total |
|---------------------------|-------------------|-------|
| Mr. Gurpur Ramdas Kamath | 0.48 | 0.48 |
| Mrs. Dimple Deepak Geruja | 0.51 | 0.51 |

B. Criteria/ Details of Remuneration to Non-Executive Directors

The criteria of making payments to non-executive directors has been posted on the website of the Company viz. <https://niraj.co.in/wp-content/uploads/2021/12/criteria-for-making-payment-to-non-executive-director.pdf>.

C. Details of Remuneration to Executive Directors

Figures in Lakhs (₹)

| Name of Directors | Salary & Perks | Total |
|-----------------------------|----------------|-------|
| Mr. Vishram Pandurang Rudre | 3.05 | 3.05 |
| Mr. Sudhakar Balu Tandale | 2.81 | 2.81 |

5. General Body Meetings

A. Location and Time of the Last Three Annual General Meetings (AGM) held are as follows:

| Year | Date and Time | Venue | Special Resolution Passed |
|---------|------------------------------------|---|--|
| 2019-20 | 30th September, 2020 at 9.30 A.M. | Niraj House, Sunder Baug, Near Deonar Bus Depot, Chembur (East), Mumbai-400 088 | NIL |
| 2020-21 | 30th September, 2021 at 10.00 A.M. | Niraj House, Sunder Baug, Near Deonar Bus Depot, Chembur (East), Mumbai-400 088 | <ul style="list-style-type: none"> • Appointment of Mr. Vishram Pandurang Rudre (DIN: 08564350) as a Managing Director of the company for the period of 3 years and fix their Remuneration. • Appointment of Mr. Sudhakar Balu Tandale (DIN: 09083084) as a Whole-time Director of the company for the period of 3 years and fix their Remuneration. • Appointment of Mr. Asit Dattani Thakkar (DIN: 01382453) as a Whole-time Director of the company for the period of 3 years and fix their Remuneration. • Appointment of Dr. Partha Sarathi Raut (DIN: 08804981) as an Independent Director of the Company. |
| 2021-22 | 29th September, 2022 at 10.00 A.M. | Niraj House, Sunder Baug, Near Deonar Bus Depot, Chembur (East), Mumbai-400 088 | <ul style="list-style-type: none"> • Re-Appointment of Mr. Ratan Umesh Sanil (DIN: 07785011) as an Independent Director of the Company |

No Extraordinary General Meeting of the Members was held during Financial Year 2022-23.

B. Details of Postal Ballot

During Financial Year 2022-23, No resolution was passed through postal ballot.

6. Means of Communications:

The Company, from time to time and as may be required, communicates with its shareholders and investors through multiple channels of communications such as dissemination of information on the online portal of the Stock Exchange, the Annual Reports and uploading relevant information on its website.

| | |
|--|--|
| Quarterly Result | Pursuant to the Listing Regulations, unaudited Quarterly financial results and audited Annual financial results are announced within 45 days from the end of every quarter and within 60 days from the end of the financial year respectively. Quarterly and Annual financial results are electronically uploaded on BSE's online Portal - 'BSE Corporate Compliance & Listing Centre' (Listing Centre) and on NSE's 'Electronic Application Processing System' (NEAPS) within prescribed time line. |
| Newspapers in which results are normally published | The Financial Results are generally published in Financial Express national daily newspaper and Mumbai Lakshadweep which is a regional (Marathi) daily newspaper. |
| Website | In Compliance with Regulation 46 of Listing Regulations, a separate dedicated section under 'Investors' on the Company's website i.e. https://niraj.co.in gives information on various announcements made by the Company including status of quarterly filings such as Corporate Governance, Shareholding Pattern, Annual Report, Quarterly/Half yearly/Nine-Months and Annual Financial Results along with the applicable policies of the Company. |

7. General Shareholder Information

A. 25th Annual General Meeting (AGM):

| | |
|------------------------|--|
| Day and Date | Tuesday, 26th September, 2023 |
| Time | 11.00 am |
| Deemed Venue | The Company is conducting Meeting through Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM"). The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Niraj House, Sunder Baug, Near Deonar Bus Depot, Chembur (E), Mumbai – 400 088 |
| Dividend Payment Date | Not Applicable, as the Board of Directors has not recommended dividend for the financial year ended on 31st March, 2023. |
| Period of Book Closure | 18th September, 2023 to 26th September, 2023 (both days inclusive) |
| Financial year | 1st April, 2022 to 31st March, 2023 |

B. Listed on Stock Exchanges

| | | |
|----------------------------------|--|--|
| Name of Stock Exchange(s) | BSE Limited (BSE) | National Stock Exchange of India Limited (NSE) |
| Address | Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 | Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 |
| Scrip Code/Symbol | 532986 | Niraj |
| ISIN | INE368I01016 | |
| Annual Listing Fees | The Company hereby confirms that Annual Listing Fees for Financial Year 2022-23 is paid to BSE &NSE. | |

C. Registrar and Transfer Agent

All the work related to share registry, both in physical and electronic form is handled by the Company's Registrar and Transfer Agent at the below mentioned address:

| | |
|---|--|
| Name | Link Intime India Private Limited |
| Address | C-101, 1st Floor, 247 Park, L. B. S. Marg, Vikroli (W), Mumbai – 400 083 |
| Contact | Tel No.: 022-49186000 Fax No.: 022-49186060 |
| Share Transfer registration number | INR000004058 |

D. Share Transfer System

Securities lodged for transfer at the Registrar's office are normally processed within 15 days from the date of lodgement, if the documents are proper in all respect. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. Any queries in respect of share transfer and transmission are dealt with by the share transfer committee and the shareholder's grievances committee.

E. Tentative Financial Calendar

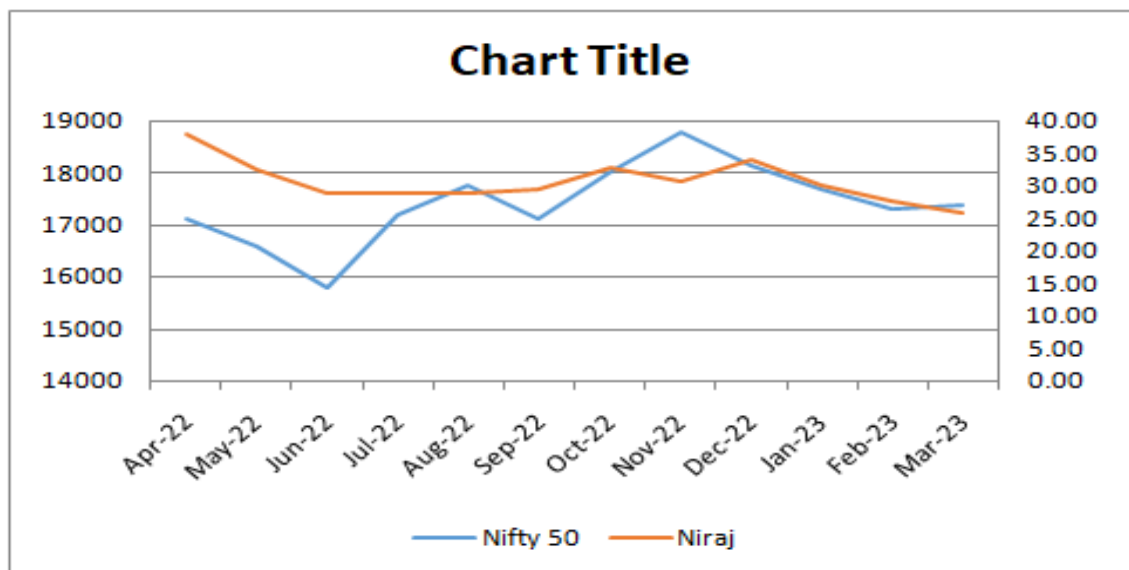
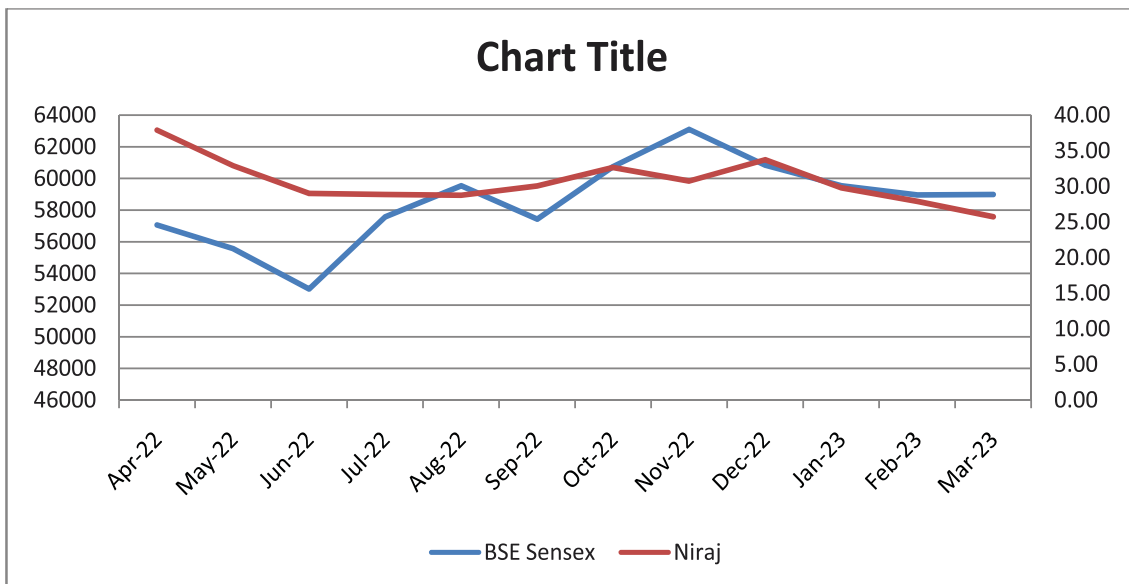
The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2023 are as follows:

| | |
|--|--------------------------|
| First Quarter | By mid of August, 2023 |
| Second Quarter and Half yearly Results | By mid of November, 2023 |
| Third Quarter Results | By mid of February, 2024 |
| Fourth Quarter and Annual Results | By end of May, 2024 |

F. Stock Market Price Data Month Wise

| Months | BSE | | | NSE | | |
|-----------------|---------------|--------------|-------------------------|---------------|--------------|-------------------------|
| | High (in Rs.) | Low (in Rs.) | Number of Shares Traded | High (in Rs.) | Low (in Rs.) | Number of Shares Traded |
| April, 2022 | 40.40 | 29.00 | 3,29,214 | 39.55 | 29.15 | 59,292 |
| May, 2022 | 39.00 | 27.15 | 1,97,025 | 39.00 | 30.55 | 4,438 |
| June, 2022 | 36.75 | 27.25 | 79,407 | 35.65 | 28.10 | 979 |
| July, 2022 | 29.80 | 26.95 | 18,747 | 30.85 | 26.85 | 7,865 |
| August, 2022 | 29.70 | 27.50 | 20,834 | 29.75 | 27.15 | 9,295 |
| September, 2022 | 35.90 | 28.60 | 89,729 | 35.95 | 28.80 | 8,234 |
| October, 2022 | 34.00 | 28.20 | 43,917 | 33.90 | 29.25 | 34,243 |
| November, 2022 | 35.90 | 29.10 | 67,489 | 35.80 | 26.35 | 3,202 |
| December, 2022 | 36.80 | 26.80 | 1,89,264 | 36.70 | 27.50 | 1,86,405 |
| January, 2023 | 37.65 | 29.55 | 59,415 | 38.20 | 29.80 | 8,561 |
| February, 2023 | 35.75 | 27.15 | 43,414 | 35.95 | 27.50 | 1,557 |
| March, 2023 | 32.00 | 24.04 | 93,444 | 30.90 | 23.95 | 47,190 |

G. Performance of the Share Price of the Company in Comparison with BSE SENSEX and NIFTY 50.



H. Shareholding Pattern:

| Sr. No. | Category | No. of Shares held | % of Shareholding |
|---------|---|--------------------|-------------------|
| 1. | Promoters including Promoter Group | 9740824 | 24.26 |
| 2. | Banks / Financial Institutions and Insurance Cos. | 0 | 0.00 |
| 3. | Body Corporate | 20691768 | 51.53 |
| 4. | Indian Public (Individuals) | 8894958 | 22.15 |
| 5. | NRIs / OCBs / Foreign nationals | 534530 | 1.33 |
| 6. | Clearing Members | 157714 | 0.39 |
| 7. | Trust | 0 | 0.00 |
| 8. | Others (HUF) | 135506 | 0.34 |
| | Total | 40155300 | 100.00 |

I. Distribution of Shareholding :

| No. of Equity Shares Held | No. of Shareholders | Percentage of Shareholders | No. of Shares | Percentage of Shares |
|---------------------------|---------------------|----------------------------|-----------------|----------------------|
| Up to – 500 | 6297 | 87.23 | 649783 | 1.62 |
| 501 – 1000 | 456 | 6.32 | 373870 | 0.93 |
| 1001 – 2000 | 205 | 2.84 | 318706 | 0.79 |
| 2001 – 3000 | 83 | 1.15 | 212860 | 0.53 |
| 3001 – 4000 | 27 | 0.37 | 95783 | 0.24 |
| 4001 – 5000 | 31 | 0.43 | 148049 | 0.37 |
| 5001 - 10000 | 54 | 0.75 | 381481 | 0.95 |
| 10001 and above | 66 | 0.91 | 37974768 | 94.57 |
| Total | 6871 | 100 | 40155300 | 100 |

J. Dematerialization of Shares:

| Dematerialized / Physical Form | Equity Shares of Rs. 10/- each | |
|--------------------------------|--------------------------------|---------------|
| | Number of Shares | % of Total |
| NSDL | 26184825 | 65.21 |
| CDSL | 13969473 | 34.79 |
| Physical Form | 1,002 | 0.00 |
| Total | 40155300 | 100.00 |

K. Outstanding GDRS / ADRS/ Warrants/ Any Convertible Instruments

No such GDRs / ADRs or any convertible instruments were issued and outstanding.

L. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

Not Applicable

M. Plant Locations:

The Plant locations as currently given on rent to third parties and not operated by the Company.

- **Plant Location:**
C-55, TTC Industrial Area, Thane Belapur Road, Navi Mumbai - 400705.
- **RMC Plant:**
Village Kundevahal, Panvel-Uran Highway, J.N.P.T. Road, Near J. M. Mhatre Container Yard, at Post Kundevahal, Panvel – 410209.
- **Project Site:**
Various sites pan India

M. Address for Correspondence :

| | |
|---------------------|---|
| Name of the Officer | Mr. Anil Anant Jha |
| Designation | Company Secretary & Compliance officer |
| Name of the Company | Niraj Cement Structurals Limited |
| Address | Niraj House, Sunder Baug, Near Deonar Bus Depot, Chembur (East), Mumbai – 400 088 |
| Phone No. | +91 22 6602 7100 |
| Fax No. | +91 22 2551 8736 |
| E-mail Id | cs@niraj.co.in |

O. List of all Credit Ratings obtained by the Entity Along with any Revisions thereto During the Relevant Financial Year, for all Debt Instruments of such entity or any Fixed Deposit Programme or any Scheme or Proposal of the Listing Entity Involving Mobilization of Funds, whether in India or Abroad

Not Applicable

8. OTHER DISCLOSURES :

A. Related party transactions

There are no material related party transactions during the year under review that have conflict with the interest of the Company. Transactions entered into with related parties during Financial Year 2022-23 were in the ordinary course of business and at arms' length basis and were approved by the Audit Committee.

The material related party transaction(s) during the year, were approved by the shareholders in terms of Section 188 of the Companies Act, 2013 read with applicable rules made there under and Regulation 23 of the SEBI Listing Regulations. The details of related party transactions for FY 2022-23 are disclosed in the Directors' Report and the Notes to the Standalone Financial Statements for the financial year ended 31st March, 2023, forming part of the Annual Report.

The Board's approved policy for related party transactions is uploaded on the website of the Company <https://niraj.co.in/wp-content/uploads/2022/02/POLICY-ON-RELATED-PARTY-TRANSACTIONS.pdf>.

B. Penalty or Strictures

The Company has complied with the requirements of the Stock Exchanges, the SEBI, and other statutory authorities on all matters relating to capital markets except NSE & BSE.

During the year under review, the BSE and NSE has levied a fine of Rs. 1,45,000/- each for non-filing of Statement of Impact of Audit Qualification for the Quarter 31st March, 2023, for which the Company has made an application for waiver of fines imposed and nothing heard from the BSE on the said application till the date of this report.

The Company had submitted its unaudited financial results for the year ended as on 31st December, 2020 on 30th March, 2021 resulting in delay of 43 days from the due date and for which the Company has paid the fine of Rs. 2,59,600/- on BSE.

The Company had filed the disclosure of Related Party Transactions for the Half year ended as on 30th September, 2020 on 19th January, 2021 resulting in delay of 70 days from the due date. Therefore, BSE has imposed a fine of Rs. 1,75,000/- for non-compliance of Regulation of 23(9) of SEBI (LODR) Regulation, 2015. The Company has filed an application for waiver of fines imposed. The BSE heard the matter and waived the fine imposed on the Company.

C. Whistle Blower and Vigil Mechanism

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company

D. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements read with adoption of discretionary requirements of Part – E of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of SEBI Listing Regulations except those mentioned in this report. In addition, the Company has also adopted the following non mandatory requirements to the extent mentioned below:

- During the year under review, there is audit qualification on the Company's financial statements. The Company continues to adopt best practices to ensure a regime of modified audit opinion.
- The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.
- As on 31st March, 2023, the Chairman of the Company is Non-Executive Independent Director.

E. Disclosure of Commodity price risks and commodity hedging activities

The Company does not undertake any commodity hedging activities.

F. Details of the utilization of Funds raised through preferential allotment or qualified institutions placement.

The Company has not raised any funds by way of preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of SEBI Listing Regulations.

G. Non-Disqualification of Directors Certificate from Practicing Company Secretary

A certificate from practicing company secretary confirming that none of the Directors on the Board of the Company were debarred or disqualified from being appointed or re-appointed under retirement by rotation and/or continuing as Directors of the Company by the SEBI, Ministry of Corporate Affairs or any other statutory authorities is attached as “Annexure B”.

H. Acceptance of Recommendation of the Committees

The Board has accepted all the recommendations of the Committees of the Board.

I. Total Fees paid to Statutory Auditors

The fees for all services paid by your Company to M/s. Chaturvedi Sohan & Co., Chartered Accountants, and Statutory Auditors during the financial year 2022-2023 is Rs. 12 Lakhs. The total fees paid by all subsidiaries of the Company to their Statutory Auditors during the financial year 2022-2023 is Rs. 0.25 Lakhs.

J. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2018

During the year 2022-2023, there were no complaints received by the Company. The Company has complied with provisions relating to the constitution of the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013.

K. Disclosure of Loans and advances granted to Subsidiaries and/or Firms/Companies

Disclosure of Loans and advances granted to Subsidiaries and/or Firms/Companies in which directors of the Company are interested are set out in the Notes to Financial Statements forming part of this Annual Report.

L. Details of the material subsidiary as on 31st March, 2023 under Reg. 16(1)(c) of SEBI Listing Regulations are as follows:

The Company does not have any material subsidiary as on 31st March, 2023, and hence, there was no requirement to identify material subsidiary. Further, The Company has formulated a policy for determining material subsidiaries which is disclosed on its website at <https://niraj.co.in/wp-content/uploads/2022/02/Policy-for-determining-Material-Subsidiary.pdf>.

M. Managing Director and Chief Financial Officer

In terms of Regulation 17(8) of the Listing Regulations, the MD & CEO and the CFO made a certification to the Board of Directors in the prescribed format for the year at the review, which has been reviewed by the Audit Committee and taken on record by the Board. The same is attached as “Annexure C”.

N. Certificate on Compliance with the Corporate Governance requirements under the SEBI Listing Regulations

Certificate from M/s. AJP & Associates, Practicing Company Secretaries, confirming compliances with the conditions of Corporate Governance as stipulated under the Listing Regulations is attached as “Annexure D”.

O. No Equity share of the Company is in Suspense Account.

Date: 11th August, 2023
Place: Mumbai

**By order of the Board of Directors
For Niraj Cement Structurals Limited**

Anil Anant Jha
Company Secretary & Compliance Officer
Membership No.: A66063

Annexure – A

DECLARATION REGARDING COMPLIANCE BY THE BOARD AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

In accordance with Regulation 26(3) and Schedule V(D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that the Directors and the Senior Management Personnel of the Company have confirmed compliance with the Code of Business Conduct and Ethics as on 31st March, 2023.

For Niraj Cement Structurals Limited

Date : 11th August, 2023
Place: Mumbai

Vishram Pandurang Rudre
Managing Director
DIN: 08564350

Annexure B

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
Niraj Cement Structurals Limited
Sunder Baug, Opp Deonar Bus Depot,
Deonar, Mumbai - 400088

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Niraj Cement Structurals Limited having CIN.L26940MH1998PLC114307 and having registered office at Sunder Baug, Opp Deonar Bus Depot, Deonar, Mumbai - 400088, Maharashtra, India (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications including Directors Identification Number (DIN) status at the portal www.mca.gov.in and SEBI Debarment list available at BSE Limited and National Stock Exchange of India Limited as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| Sr.No. | Name of Director | DIN | Date of Appointment in Company |
|--------|----------------------------|----------|--------------------------------|
| 1 | Gurpur Ramdas Kamath | 02234255 | 30/09/2006 |
| 2 | Ratan Umesh Sanil | 07785011 | 14/12/2017 |
| 3 | Dimple Deepak Geruja | 07797357 | 19/04/2017 |
| 4 | Vishram Pandurang Rudre | 08564350 | 13/02/2021 |
| 5 | Partha Sarathi Raut | 08804981 | 02/07/2021 |
| 6 | Sudhakar Balu Tandale | 09083084 | 13/02/2021 |
| 7 | Mr. Kumar Anil Radheshyam* | 06387312 | 12/10/2021 |
| 8 | Mr. Asit Dattani Thakkar# | 01382453 | 30/03/2021 |

*Resigned from the board of the Company w.e.f. 05th September, 2022.

#Resigned from the board of the Company w.e.f. 22nd May, 2023.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR AJP & ASSOCIATES

Abhay J. Pal

Company Secretaries

Mem. No. A59534 & CP. 23812

PR. 2078/2022

Date: 11th August, 2023
Place: Mumbai
UDIN : A059534D000788405

Annexure – C

CEO / CFO CERTIFICATION

Pursuant to Regulation 17(8) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015

**To,
The Board of Directors
Niraj Cement Structurals Limited**

- a) We have reviewed financial statement and the cash flow statement of Niraj Cement Structurals Limited (the Company) for the year ended 31st March, 2023 and to the best of our knowledge and belief :
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and that we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that :
- there are no significant changes in internal control during the year;
 - there have been no significant changes in accounting policies during the year, and
 - there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal controls systems.

**Date: 11th August, 2023
Place: Mumbai**

Vishram Rudre
Managing Director
DIN: 08564350

Vinaykumar Ghuwalewala
Chief Financial Officer

Annexure –D

CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE
Requirements under SEBI (Listing and Disclosure Requirements) Regulations, 2015

To,
The Members of
Niraj Cement Structurals Limited
Mumbai - 400001

I have examined all the relevant records of the Niraj Cement Structurals Limited ('the Company') for the year ended 31st March, 2023, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. My examination was limited to procedures and implementation process adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. This certificate is neither an audit nor an expression of opinion on the financial statements of the Company.

Auditor's Responsibility

My examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31st March, 2023.

Opinion

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Management, I hereby certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations for the year ended on 31st March, 2023.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without my prior consent in writing.

FOR AJP & ASSOCIATES

Date: 11th August, 2023
Place: Mumbai
UDIN : A059534D000788559

Abhay J. Pal
Company Secretaries
Mem. No. A59534 & CP. 23812
PR. 2078/2022

INDEPENDENT AUDITOR'S REPORT

To the members of

NIRAJ CEMENT STRUCTURALS LIMITED

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying Standalone Financial Statements of **NIRAJ CEMENT STRUCTURALS LIMITED** (the "Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us except for the effect of the matters described in the "Basis for Qualified Opinion" section of our report, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023 and its Profits, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualification

Reference is invited to the following matter

(I) Non provision to Recovered Tax Demand amounting to Rs. 873.80 Lakhs of Income Tax

We want to draw your kind attention to Note No. 5 of Audited Balance Sheet wherein Income Tax Assets (Net) amount of Rs. 1833.72 lakh has been shown under other non-current assets out of which amount of Rs. 873.80/- lakhs has been recovered/adjusted by the Income Tax Demand for the Assessment Year 2007-08 and 2008-09 against the due refund of AY 2014-15 to 2022-23 but no provision has been made in despite of fact that no appeal is pending at any stage in respect of these payment. The company does not have an appropriate internal control system to reconcile the financial accounts pertain to Income Tax Assets (Net) with relevant tax records i.e. Assessment orders which can possibly result into under/over statement of such amounts in the financial statements

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Emphasis of Matter

- (1) We draw your attention to note No. 41 of the financial statements Niraj Cement Structurals Limited has booked turnover and costs related to joint venture entities and partners in the books of account. However the whole projects have been handled by joint venture partners/entities and related TDS and GST complied by Joint venture partners/entities.
- (2) We draw your attention to note No. 34 of the financial statements of Niraj Cement Structurals Limited has reversed contractual revenue and corresponding subcontracting costs and other direct expenses in the year ended 31st March, 2023, mainly due to adoption of prudent accounting practices and various contractual reasons. The corresponding disputed receipts and payments transactions relating to the said contracts are still unsettled and reflected in the financial statements under the head "Other Current Liabilities" and "Other Current assets". The Company is in process of resolving the disputes
- (3) We draw your attention to note No. 32 of the financial statements of Niraj Cement Structurals Limited, the office of the Director General of GST Intelligence (DGGI) had carried out a Search and seizure operations at the office of the Company at Mumbai on 6th January, 2021 under the provisions of Section 67 (1) and (2) of CGST Act. The company has challenged the entire search and seizure proceedings and filed a writ petition with the Honourable

Gujarat High Court and the matter is sub-judice in law. In View of this we are unable to comment on financial liabilities, arising out of the said proceedings. The Company has deposited Rs. 108.40 Lakhs under protest, which is adjusted by department against disputed dues, no provision is made in the books as the company has challenged the action of the department in the Honourable Gujarat High Court

- (4) We draw your attention to note No. 38 of the financial statements of Niraj Cement Structurals Limited, the balances of trade payables, trade receivables, advances received, advances given, GST liabilities / Input credits, and Income Tax assets (Net of liabilities) are subject to reconciliation and confirmation. The management is the process of reconciling the same.
- (5) We draw your attention to note No. 33 of the financial statement As per Ind AS 109 "Financial Instrument" the company is required to consider "Provision for Expected Credit Loss" on all financial assets on the basis of expected probability of recoverability of such financial instrument. We draw your attention to Note no 34 of the financial statement, during the year the company has provided Rs. 1177.52 Lakhs towards credit impaired financial assets (bad debts of trade receivables) and considering the same credit impaired pertaining to the previous year's, the company has withdrawn Rs. 716.52 Lakhs from general reserve and credited the same in the credit - impaired ledger. In the statement of profit and loss, net amount of Rs. 461.00 Lakhs (i.e. Rs. 1177.52 Lakhs - 716.52 Lakhs) disclosed under exceptional item. As per management explanation, the receivable and advance of Rs. 2116.73 Lakhs are in dispute and for balance receivable and advances, the management is following up with the parties and is hopeful for recovery. But in the absence of adequate basis/ supporting documents, we are unable to comment on the measurement of carrying amount of all the financial assets appearing in the financial statements for the year ended 31st March, 2023.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| The key audit matters | How the matter was addressed in our audit |
|--|--|
| Adoption of Ind AS 115 – Revenue from Contracts with Customers | |
| <p>The company has adopted Ind AS 115, Revenue from Contracts with Customers ('Ind AS 115') which is the new revenue accounting standard. The application and transition to this accounting standard is complex and is an area of focus in the audit. The revenue standard establishes a comprehensive framework for determining whether, how much and when revenue is recognized. This involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of identified performance obligation, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, the standard mandates robust disclosures in respect of revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p> | <p>Our audit procedures on adoption of Ind AS 115, Revenue from contracts with Customers ('Ind AS 115'), which is the new revenue accounting standard, include –</p> <ul style="list-style-type: none"> • Evaluated the design and implementation of the processes and internal controls relating to implementation of the new revenue accounting standard; • Evaluated the detailed analysis performed by management on revenue streams by selecting samples for the existing contracts with customers and considered revenue recognition policy in the current period in respect of those revenue streams; • Evaluated the appropriateness of the disclosures provided under the new revenue standard and assessed the completeness and mathematical accuracy of the relevant disclosures |

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the consolidated Standalone Financial Statements, Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Accounting Standards and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - 1) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements.
 - 2) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - 3) The Company was not required to transfer any amounts to the Investor Education and Protection Fund.
 - 4) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For CHATURVEDI SOHAN & Co.
Chartered Accountants
(Firm's Registration No. 118424W)

Place: Mumbai
Date: 30th May, 2023

Noshir. B. Captain
Partner
(Membership No. 009889)
UDIN: 23009889BGWUXD1644

ANNEXURE “A” TO THE INDEPENDENT AUDITOR'S REPORT - 31st MARCH 2023

(Referred to in paragraph A(f) under 'Report on Other Legal and Regulatory Requirements section of our report of even date)

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (The 'Guidance Note').

Management's Responsibility for Internal Financial Controls

The Company's management and Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone Ind AS Standalone Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls with Reference to standalone Ind AS financial statements

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For CHATURVEDI SOHAN & Co.
Chartered Accountants
(Firm's Registration No. 118424W)

Place: Mumbai
Date: 30th May, 2023

Noshir. B. Captain
Partner
(Membership No. 009889)
UDIN: 23009889BGWUXD1644

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of NIRAJ CEMENT STRUCTURALS LIMITED of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. (a) (A) The Company's record in respect of fixed assets are required to be updated, at present the records maintained does not show full particulars, including quantitative details and situation, of Property, Plant and Equipment.
(B) The Company is not having any intangible assets.
- (b) The Assets of the Company have been physically verified by the management of the Company. The Company having program for carrying out physical verification of the fixed assets of the Company.
- (c) The title deeds of all the immovable properties, as disclosed in Note 2 on Property, plant and equipment to the standalone financial statements, are held in the name of the Company.
- (d) The Company has not revalue its Property, Plant and Equipment (including Right-of-use assets) or intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its standalone financial statements does not arise.
- ii. (a) The physical verification of inventory (excluding stocks with third parties) has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedures of such verification by Management is appropriate. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) The Company has not been sanctioned working capital limits in excess of 5 Crore, in aggregate, at any points of time during the period, from banks or Financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable. As per information and explanations provided the said limits are against the Bank Guarantees provided by third parties (Contractors), the Company is not required to submit any quarterly financial information to the lender in respect of the said limits.
- iii. (a) The Company has, during the year, made investments in one subsidiary company and one portfolio management scheme, granted unsecured loans to three companies, stood guarantee for three company and provided security of certain current assets to two financial institutions against working capital facilities from the financial institutions (including securities in place in respect of working capital facilities rolled-over/renewed during the year). The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans, guarantees and securities to subsidiaries, joint ventures and associates and to parties other than subsidiaries, joint ventures and associates are as per the table given below.

| Particulars | Guarantees (Rs. In Lakhs) | Securities (Rs. in Lakhs) | Loans (Rs. In Lakhs) |
|--|------------------------------|------------------------------|-------------------------|
| Aggregate amount granted/Provided During the Year | | | |
| Joint Ventures | ---- | ---- | ---- |
| Associate Concerns | ---- | ---- | ---- |
| Others | ---- | ---- | 13.80 |
| Balance outstanding(Gross) on Balance sheet date I respect of | | | |
| Above Loans | | | |
| Joint Ventures | ---- | ---- | ---- |
| Associate Concerns | ---- | ---- | ---- |
| Others | ---- | ---- | 1080.29 |

- (b) In respect of the aforesaid investments, guarantees, securities and loans, the terms and conditions under which such investments were made, guarantees provided, securities provided and loans were granted are not prejudicial to the Company's interest, based on the information and explanations provided by the Company.
- (c) In respect of the loans outstanding as on the balance sheet date, the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable
- (d) As per the Information and explanations provided and records examined by us, no fresh loans were granted to same parties to settle the existing overdue loans/advances in nature of loan.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantee and securities provided, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits within the meaning of section 73,74,75 and 76 of the Act and Rules framed there under to the extent notified, hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
- (a) According to the information and explanations given to us, and the records of the Company examined by us, In our opinion, the Company has been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, and the records of the Company examined by us, the details of statutory dues referred to in sub clause (a) as at 31st March, 2023, which have not been deposited on account of dispute, are as follows.

| Name of the statute | Nature of dues | Amount (in Lakhs) | Forum where the dispute is pending |
|---------------------|----------------|-------------------|------------------------------------|
| 2009-10 | Income Tax | 445.49 | CIT(A) Mumbai |
| 2010-11 | Income Tax | 474.08 | CIT(A) Mumbai |
| 2011-12 | Income Tax | 431.74 | CIT(A) Mumbai |
| 2012-13 | Income Tax | 348.14 | CIT(A) Mumbai |
| Total | | 1,699.43 | |

- viii. According to the information and explanations given to us, and the records of the Company examined by us there are no transactions in the books of account that has been surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act, 1961 that has not been recorded in the books of accounts.
- ix. (a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.

- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report that the Company has not used funds raised on short-term basis for long-term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the period and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the period, the Company has not made any preferential allotment of shares and the company has not issued any convertible debentures (fully or partly or optionally), Hence reporting under clause 3(x)(b) of the order is not applicable.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company
- (c) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has not received whistle-blower complaints during the year.
- xii. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Financials statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and according to the information and explanation given to us, the Company need to strengthen internal audit system keeping in mind the size and nature of its business.
- (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- xv. In our opinion during the period the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors, and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The Company has not conducted non-banking Standalone Financials / Housing Finance activities during the year, accordingly the reporting under clause 3(xv)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC), as defined in the regulations made by the Reserve Bank of India, Accordingly, the reporting under clause 3 (xvi) (c) of the Order is not applicable to the Company.
- (d) Based on the Information and explanations provided by the management of the Company, the Group has no Company defined as Core Investment Company (CIC), as defined in the regulations made by the Reserve Bank of India, Accordingly, the reporting under clause 3 (xvi) (d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses in the previous year. The accumulated Cash losses as at 31st March, 2023 are Rs. NIL.

- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the Standalone Financials ratios, ageing and expected dates of realisation of Standalone Financials assets and payment of Standalone Financials liabilities, other information accompanying the Standalone Financials statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one period from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one period from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. As per section 135 of the Companies Act 2013, the company is not liable to contribution toward CSR, accordingly clause 3(xx)(a)(b) of the order is not applicable to the Company.
- xxi. The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone Financials statements. Accordingly, no comment in respect of the said clause has been included in this report.

For CHATURVEDI SOHAN & Co.
Chartered Accountants
(Firm's Registration No. 118424W)

Place: Mumbai
Date: 30th May, 2023

Noshir. B. Captain
Partner
(Membership No. 009889)
UDIN: 23009889BGWUXD1644

STANDALONE PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH 2023

Figures in Lakhs (₹)

| Particulars | Note No. | 31st March, 2023 | 31st March, 2022 |
|---|----------|------------------|------------------|
| Revenue from operations | 20 | 60,530.54 | 35,640.53 |
| Other income | 21 | 404.94 | 411.80 |
| Total Revenue | | 60,935.48 | 36,052.33 |
| Expenses : | | | |
| Construction and other direct operating expenses | 22 | 58,439.91 | 34,458.01 |
| Changes in inventories of work-in-progress & Raw Materials | 23 | 266.41 | 120.31 |
| Employee benefits expense | 24 | 131.35 | 86.21 |
| Finance costs | 25 | 48.00 | 13.80 |
| Depreciation and amortization expense | 2 | 137.38 | 142.36 |
| Other expenses | 26 | 810.70 | 463.27 |
| Total Expenses | | 59,833.75 | 35,283.97 |
| Profit before exceptional and extraordinary items and tax | | 1,101.73 | 768.36 |
| Less: Exceptional items | | | |
| Balance written off (debtors & other) | | 461.00 | 440.19 |
| Profit before extraordinary items and tax | | 640.73 | 328.17 |
| Extraordinary Items | | - | - |
| Profit before tax | | 640.73 | 328.17 |
| Less: Tax Expenses | | | |
| (1) Current tax | | 250.00 | 86.00 |
| (2) Deferred tax Liabilities/(Assets) | 14 | (34.00) | (6.72) |
| (3) (3) Short provision of income tax of earlier years | | 22.89 | - |
| Profit (Loss) for the period from continuing operations | | 401.84 | 248.89 |
| Other Comprehensive income | | | |
| (a) Items not to be reclassified subsequently to profit or loss | | 0.04 | 7.04 |
| Gain/(loss) on fair value of defined benefit plans as per actuarial valuation | | | |
| (b) Items to be reclassified subsequently to profit or loss | | | - |
| Other Comprehensive income for the year, net of tax | | 0.04 | 7.04 |
| Total comprehensive income for the year, net of tax | | 401.88 | 255.93 |
| Profit available for appropriation (after tax) | | 401.88 | 255.93 |
| Profit (Loss) for the period | | 401.88 | 255.93 |
| Earnings per equity share : | | | |
| (1) Basic | | 1.00 | 0.64 |
| (2) Diluted | | 1.00 | 0.64 |

The accompanying notes 1 to 43 are integral part of the financial statements

In terms of our report attached.

For Chaturvedi Sohan & Co.

Chartered Accountants

FRN : 118424W

Noshir B Captain

Partner

M No. 009889

UDIN :23009889BGWUWY6479

Place : Mumbai

Date : 30th May 2023

For and on behalf of the Board of Directors

Vishram P Rudre

Managing Director

DIN 08564350

Vinay Kumar Ghuwalewala

Chief Financial Officer

Sudhakar B Tandale

Whole Time Director

DIN 09083084

Anil Jha

Company Secretary &

Compliance Officer

Place : Mumbai

Date : 30th May 2023

STANDALONE BALANCE SHEET AS ON 31st MARCH 20223

Figures in Lakhs (₹)

| Sr. No. | Particulars | Note No. | As at 31st March, 2023 | As at 31st March, 2022 |
|--------------------------------------|-------------|-----------|------------------------|------------------------|
| I. ASSETS | | | | |
| 1. Non-Current Assets | | | | |
| (a) Property, Plant and Equipment | | 2 | 710.44 | 846.52 |
| (b) Financial Assets | | | | |
| (i) Non-current investments | | 3 | 1,447.21 | 1,401.23 |
| (ii) Long-term loans and advances | | 4 | 151.54 | 1,097.37 |
| (c) Other non-current assets | | 5 | 2,795.94 | 1,888.84 |
| (d) Deferred tax assets | | 6 | 47.16 | 13.17 |
| Total Non Current Assets | | | 5,152.29 | 5,247.13 |
| 2. Current Assets | | | | |
| (a) Inventories | | 7 | 265.86 | 557.27 |
| (b) Financial assets | | | | |
| (i) Trade receivables | | 8 | 10,205.30 | 7,753.35 |
| (ii) Cash and bank balances | | 9 | 2,273.64 | 3,718.33 |
| (iii) Short-term loans and advances | | 10 | 13,539.90 | 13,964.92 |
| (c) Other current assets | | 11 | 2.22 | 24.02 |
| Total Current Assets | | | 26,286.92 | 26,017.89 |
| TOTAL ASSETS | | | 31,439.21 | 31,265.02 |
| II. EQUITY AND LIABILITIES | | | | |
| 1. EQUITY | | | | |
| (a) Share Capital | | 12 | 4,311.03 | 4,311.03 |
| (b) Other Equity | | 13 | 13,317.47 | 13,632.13 |
| Total Shareholder's Funds | | | 17,628.50 | 17,943.15 |
| 2. LIABILITIES | | | | |
| Non-Current Liabilities | | | | |
| (a) Financial liabilities | | | | |
| (i) Long-term borrowings | | 14 | - | 540.00 |
| (b) Long-term provisions | | 15 | 27.75 | 23.47 |
| Total Non-Current Liabilities | | | 27.75 | 563.47 |
| Current Liabilities | | | | |
| (a) Financial liabilities | | | | |
| (i) Short-term borrowings | | 16 | 2,592.69 | 806.09 |
| (ii) Trade payables | | 17 | 3,823.37 | 3,032.00 |
| (b) Other current liabilities | | 18 | 7,112.25 | 8,833.22 |
| (c) Short-term provisions | | 19 | 254.65 | 87.09 |
| Total Current Liabilities | | | 13,782.96 | 12,758.40 |
| TOTAL LIABILITIES | | | 31,439.21 | 31,265.02 |

The accompanying notes 1 to 43 are integral part of the financial statements

In terms of our report attached.

For Chaturvedi Sohan & Co.

Chartered Accountants

FRN : 118424W

Noshir B Captain

Partner

M No. 009889

UDIN :23009889BGWUWY6479

Place : Mumbai

Date : 30th May 2023

For and on behalf of the Board of Directors

Vishram P Rudre

Managing Director

DIN 08564350

Vinay Kumar Ghuwalewala

Chief Financial Officer

Place : Mumbai

Date : 30th May 2023

Sudhakar B Tandale

Whole Time Director

DIN 09083084

Anil Jha

Company Secretary &

Compliance Officer

Standalone Cash Flow Statement for the year ended 31st March, 2023

Figures in Lakhs (₹)

| Particulars | 31 st March 2023 | | 31 st March 2022 | |
|---|-----------------------------|-------------------|-----------------------------|-------------------|
| | ₹ | ₹ | ₹ | ₹ |
| A. Cash flow from operating activities | | | | |
| Net Profit / (Loss) before extraordinary items and tax | | 640.73 | | 328.17 |
| Adjustments for: | | | | |
| Depreciation and amortisation | 137.38 | | 142.36 | |
| Finance costs | 48.00 | | 13.80 | |
| Provision for gratuity | - | | - | |
| Bad Debts - Provision | - | | - | |
| Interest income | (185.55) | | (262.15) | |
| Actuarial Gain on Gratuity Provision | 0.04 | | 7.04 | |
| | | (0.13) | | (98.94) |
| Operating profit / (loss) before working capital changes | | 640.59 | | 229.23 |
| Changes in working capital: | | | | |
| Adjustments for (increase) / decrease in operating assets: | | | | |
| Inventories | 291.41 | | 95.31 | |
| Trade receivables | (2,451.95) | | (1,142.16) | |
| Short-term loans and advances | 425.02 | | (145.27) | |
| Other current assets | 21.80 | | (1.43) | |
| Other non-current assets | (907.10) | | (103.01) | |
| Adjustments for increase / (decrease) in operating liabilities: | | | | |
| Trade payables | 791.38 | | 2,254.61 | |
| Other current liabilities | (1,720.97) | | 2,739.46 | |
| Short-term provisions | (139.33) | | 11.41 | |
| Other long term liabilities | - | | - | |
| Long-term provisions | 4.29 | (3,685.46) | 0.29 | 3,709.21 |
| Cash generated from operations | | (3,044.87) | | 3,938.43 |
| Net income tax (paid) / refunds | | - | | (79.28) |
| Net cash flow from / (used in) operating activities (A) | | (3,044.87) | | 3,859.15 |
| B. Cash flow from investing activities | | | | |
| Capital expenditure on fixed assets, including capital advances | (1.29) | | (4.31) | |
| Deferred tax assets created | 34.00 | | (6.72) | |
| Bank balances not considered as cash and cash equivalents | 389.45 | | (2,104.16) | |
| Interest received | 185.55 | | 262.15 | |
| Long term loans and advances | 945.83 | | 759.00 | |
| Non Current Investment | (45.98) | | (17.61) | |
| | | 1,507.56 | | (1,111.64) |
| Net cash flow from / (used in) investing activities (B) | | 1,507.56 | | (1,111.64) |
| C. Cash flow from financing activities | | | | |
| Increase / (Decrease) in long-term borrowings | (540.00) | | (494.00) | |
| Increase / (Decrease) in other short-term borrowings | 1,786.59 | | (1,191.56) | |
| Proceeds from issue of shares | - | | - | |
| Money received against share warrants | - | | - | |
| Earlier years' adjustment in general reserve | (716.53) | | - | |
| Finance cost | (48.00) | | (13.80) | |
| Dividends paid | - | | - | |
| Tax on dividend | | | | |
| | | 482.07 | | (1,699.37) |
| Net cash flow from / (used in) financing activities (C) | | 482.07 | | (1,699.37) |

| | | |
|---|---------------|-----------------|
| Net increase / (decrease) in cash and cash equivalents (A+B+C) | (1,055.25) | 1,048.14 |
| Cash and cash equivalents at the beginning of the year | 1,552.28 | 504.14 |
| Effect of exchange differences on restatement of foreign currency cash and cash equivalents | | |
| Cash and cash equivalents at the end of the year | 497.04 | 1,552.28 |
| Cash and cash equivalents at the end of the year Comprises: | | |
| (a) Cash on hand | 34.37 | 21.38 |
| (b) Balances with banks | | |
| (i) In current accounts | 461.91 | 1,530.59 |
| (ii) In deposit accounts with original maturity of less than 3 months | | |
| (iii) In earmarked accounts (unpaid dividend) | 0.75 | 0.32 |
| Total | 497.04 | 1,552.28 |

Notes :

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on "Cash Flow Statements" prescribed by the Companies (Accounting Standard) Rules, 2006.
- Previous year's figures have been regrouped/rearranged wherever necessary to conform to the current year's presentation.

In terms of our report attached.

For Chaturvedi Sohan & Co.

Chartered Accountants

FRN : 118424W

Noshir B Captain

Partner

M No. 009889

UDIN :23009889BGWUWY6479

Place : Mumbai

Date : 30th May 2023

For and on behalf of the Board of Directors

Vishram P Rudre

Managing Director

DIN 08564350

Vinay Kumar Ghuwalewala

Chief Financial Officer

Place : Mumbai

Date : 30th May 2023

Sudhakar B Tandale

Whole Time Director

DIN 09083084

Anil Jha

Company Secretary &

Compliance Officer

NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2023 NOTES TO ACCOUNTS

1 Significant Accounting Policies

a Company Overview

Niraj Cement Structurals Ltd. (“the Company”) is a Public Limited Company incorporated in India having its registered office at Mumbai, Maharashtra, India. The Company is engaged in infrastructural services.

b Statement of Compliance

The Company’s financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereof issued by Ministry of Corporate Affairs in exercise of the powers conferred by section 133 of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment. These financials statements have been approved for issue by the Board of Directors at their meeting held on 30th May 2023.

c Basis of Accounting

The Company maintains its accounts on accrual basis following historical cost convention, except for certain financial instruments that are measured at fair value in accordance with Ind AS. Fair value measurements are categorised as below based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company can access at measurement date;

Level 2 inputs are inputs, other than quoted prices included in level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the valuation of assets or liabilities.

Above level of fair value hierarchy are applied consistently and generally, there are no transfer between the level of the fair value hierarchy unless the circumstances changes warranting such transfers

d Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 (“the Act”). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 “Statement of Cash Flows”. The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

e Operating cycle for current and non-current classification

Operating cycle for the business activities of the company covers the duration of the specific project/contract/product line/service including the defect liability period wherever applicable and extends up to the realisation of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business.

f Use of judgement and estimates

The preparation of the financial statements in conformity with Ind AS requires management to make certain estimates, judgements and assumptions. These affect the application of accounting policies, the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the reporting date of the financial statements and reported amounts of income and expenses during the period. Accounting estimates could change from period to period and the actual results could differ from those estimates. These are reviewed by the management on an on-going basis and appropriate changes in estimates are made prospectively as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

The management believes that the estimates used in preparation of these financial statements are just, prudent and reasonable.

g Exceptional Items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and disclosed as such in the financial statements.

h Property, Plant and Equipment (PPE)

PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. PPE acquired on hire purchase basis are recognised at their cash values. Cost includes professional fees related to the acquisition of PPE and for qualifying assets, borrowing costs capitalised in accordance with the Company’s accounting policy.

Own manufactured PPE is capitalised at cost including an appropriate share of overheads. Administrative and other general overhead expenses that are specifically attributable to construction or acquisition of PPE or bringing the PPE to working condition are allocated and capitalised as a part of the cost of the PPE.

PPE not ready for the intended use on the date of the Balance Sheet are disclosed as “capital work-in-progress”. (Also refer to policy on leases, borrowing costs, impairment of assets and foreign currency transactions infra).

Depreciation is recognised using straight line method so as to write off the cost of the assets (other than freehold land and properties under construction) less their residual values over their useful lives specified in Schedule II to the Companies Act, 2013, or in the case of assets where the useful life was determined by technical evaluation, over the useful life so determined. Depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life/ residual value is accounted on prospective basis.

Where cost of a part of the asset (“asset component”) is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant part is determined separately and such asset component is depreciated over its separate useful life.

Depreciation on additions to/deductions from, owned assets is calculated pro rata to the period of use. Extra shift depreciation is provided on a location basis.

Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life. Assets acquired under finance leases are depreciated on a straight line basis over the lease term. Where there is reasonable certainty that the Company shall obtain ownership of the assets at the end of the lease term, such assets are depreciated based on the useful life adopted by the Company for similar assets.

Freehold land is not depreciated

Such classes of assets and their estimated useful lives are as under:

| Particulars of Assets | Useful Lives (In Years) |
|-------------------------------------|-------------------------|
| Plant and Machinery | 15 |
| Factory Premises and Weighbridge | 30 |
| Motor cars, Trucks and Dumpers etc. | 8 |
| Furniture and Other equipments | 10 |
| Office equipments | 5 |
| Computers | 3 |

The Company has a program of verification to cover all the items of fixed assets in a phased manner. Fixed assets were physically verified by the management during the year.

i Revenue Recognition

Ind AS 115: The objective of this Standard is to establish the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer.

Identifying the Contract

An entity shall account for a contract with a customer that is within the scope of this standard only when all of the following criteria are met:

- (a) the parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations;
- (b) the entity can identify each party's rights regarding the goods or services to be transferred;
- (c) the entity can identify the payment terms for the goods or services to be transferred;
- (d) the contract has commercial substance (ie the risk, timing or amount of the entity's future cash flows is expected to change as a result of the contract); and
- (e) it is probable that the entity will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, an entity shall consider only the customer's ability and intention to pay that amount of consideration when it is due. The amount of consideration to which the entity will be entitled may be less than the price stated in the contract if the consideration is variable because the entity may offer the customer a price concession.

Identifying Performance Obligation:

At contract inception, an entity shall assess the goods or services promised in a contract with a customer and shall identify as a performance obligation each promise to transfer to the customer either: (a) a good or service (or a bundle of goods or services) that is distinct; or 596 (b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

Satisfaction of performance obligations:

An entity shall recognise revenue when (or as) the entity satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

Performance obligations satisfied over time

When either party to a contract has performed, an entity shall present the contract in the balance sheet as a contract asset or a contract liability, depending on the relationship between the entity's performance and the customer's payment. An entity shall present any unconditional rights to consideration separately as a receivable.

Measurement

When (or as) a performance obligation is satisfied, an entity shall recognise as revenue the amount of the transaction price (which excludes estimates of variable consideration) that is allocated to that performance obligation.

Determining the transaction price

An entity shall consider the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, some sales taxes). The consideration promised in a contract with a customer may include fixed amounts, variable amounts, or both.

j Investments:

Under Ind AS, these financial assets have been classified as Fair Value through Profit or Loss (FVTPL) on the date of transition and fair value changes after the date of transition has been recognised in profit or loss.

k Fair value measurement :

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties.

The following methods and assumptions were used to estimate the fair values:

- (a) Fair value of current assets which includes loans given, cash and cash equivalents, other bank balances and other financial assets - approximate their carrying amounts.

- (b) Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

I Borrowings

Borrowing costs include interest expense calculated using the effective interest method, finance charges in respect of assets acquired on finance lease and exchange differences arising on foreign currency borrowings to the extent they are regarded as an adjustment to interest costs.

Borrowing costs net of any investment income from the temporary investment of related borrowings that are attributable to the acquisition, construction or production of a qualifying asset are capitalised / inventoried as part of cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised in Profit or Loss in the period in which they are incurred.

m Financial Instruments

Financial assets and/or financial liabilities are recognised when the company becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction values and where such values are different from the fair value, at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such financial assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Profit or Loss.

In case of funding to subsidiary companies in the form of interest free or concession loans and preference shares, the excess of the actual amount of the funding over initially measured fair value is accounted as an equity investment.

A financial asset and a financial liability is offset and presented on net basis in the balance sheet when there is a current legally enforceable right to set-off the recognised amounts and it is intended to either settle on net basis or to realise the asset and settle the liability simultaneously.

(i) Financial Assets

(A) All recognised financial assets are subsequently measured in their entirety either at amortised cost or at fair value depending on the classification of the financial assets as follows:

(i) Investments in debt instruments that are designated as fair value through profit or loss (FVTPL) - at fair value.

(ii) Investments in debt instruments that meet the following conditions are subsequently measured at amortised cost (unless the same designated as fair value through profit or loss):

The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and

The contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Investment in debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income [FVTOCI] (unless the same are designated as fair value through profit or loss)

The asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and

The contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iv) Debt instruments at FVTPL is a residual category for debt instruments, if any, and all changes are recognised in profit or loss.

(v) Investment in equity instruments issued by subsidiary, associate and joint venture companies are measured at cost less impairment.

- (vi) Investment in preference shares of the subsidiary companies are treated as equity instruments if the same are convertible into equity shares or are redeemable out of the proceeds of equity instruments issued for the purpose of redemption of such investments. Investment in preference shares not meeting the aforesaid conditions are classified as debt instruments at FVTPL.
- (vii) Investments in equity instruments are classified as at FVTPL, unless the related instruments are not held for trading and the Company irrevocably elects on initial recognition to present subsequent changes in Fair Value in Other Comprehensive Income.
- (B) For financial assets that are measured at FVTOCI, income by way of interest and dividend, provision for impairment and exchange difference, if any, (on debt instrument) are recognised in profit or loss and changes in fair value (other than on account of above income or expense) are recognised in other comprehensive income and accumulated in other equity. On disposal of debt instruments at FVTOCI, the cumulative gain or loss previously accumulated in other equity is reclassified to profit or loss. In case of equity instruments at FVTOCI, such cumulative gain or loss is not reclassified to profit or loss on disposal of investments.
- (C) A financial asset is primarily derecognised when:
 - (i) the right to receive cash flows from the asset has expired, or
 - (ii) the company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety, the difference between the carrying amounts measured at the date of derecognition and the consideration received is recognised in Profit or Loss.
- (D) Impairment of financial assets: The Company recognises impairment loss on trade receivables using expected credit loss model, which involves use of a provision matrix constructed on the basis of historical credit loss experience as permitted under Ind AS 109. Impairment loss on investments is recognised when the carrying amount exceeds its recoverable amount.

(ii) Financial Liabilities

- (i) Financial liabilities, including derivatives and embedded derivatives, which are designated for measurement at FVTPL are subsequently measured at fair value. Financial guarantee contracts are subsequently measured at the amount of impairment loss allowance or the amount recognised at inception net of cumulative amortisation, whichever is higher. All other financial liabilities including loans and borrowings are measured at amortised cost using Effective Interest Rate (EIR) method.
- (ii) A financial liability is derecognised when the related obligation expires or is discharged or cancelled.

n Inventories

Inventories are valued after providing for obsolescence, as under:

- (i) Raw materials, components, construction materials, stores, spares and loose tools at lower of weighted average cost or net realisable value. However, these items are considered to be realisable at cost if the finished products in which they will be used, are expected to be sold at or above cost.
- (ii) Manufacturing work-in-progress at lower of weighted average cost including related overheads or net realisable value. In some cases, manufacturing work-in-progress are valued at lower of specifically identifiable cost or net realisable value. In the case of qualifying assets, cost also includes applicable borrowing costs vide policy relating to borrowing costs.
- (iii) Finished goods and stock-in-trade (in respect of goods acquired for trading) at lower of weighted average cost or net realisable value. Cost includes related overheads and GST paid/payable on such goods.
- (iv) Completed property/work-in-progress (including land) in respect of property development activity at lower of specifically identifiable cost or net realisable value.

Assessment of net realisable value is made at each reporting period end and when the circumstances that previously caused inventories to be written-down below cost no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the write-down, if any, in the past period is reversed to the extent of the original amount written-down so that the resultant carrying

amount is the lower of the cost and the revised net realisable value.

o Cash and Bank Balances

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term and liquid investments being subject to more than insignificant risk of change in value, are not included as part of cash and cash equivalents.

p Securities Premium Account

Securities premium includes:

- (i) The difference between the face value of the equity shares and the consideration received in respect of shares issued.
- (ii) The issue expenses of securities which qualify as equity instruments are written off against securities premium account.

q Employee Benefits

(i) Short Term Employee Benefits

Employee benefits such as salaries, wages, short term compensated absences, expected cost of bonus, ex-gratia and performance-linked rewards falling due wholly within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service.

(ii) Post Employment Benefits

- (a) Defined contribution plans: The Company's superannuation scheme, state governed provident fund scheme, employee state insurance scheme and employee pension scheme are defined contribution plans. The contribution paid/payable under the schemes is recognised during the period in which the employee renders the related service.
- (b) Defined Benefit Plans: The employees' gratuity fund schemes and employee provident fund schemes managed by board of trustees established by the Company, the post-retirement medical care plan and the Company pension plan represent defined benefit plans. The present value of the obligation under defined benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows using a discount rate based on the market yield on government securities of a maturity period equivalent to the weighted average maturity profile of the defined benefit obligations at the Balance Sheet date.

Re-measurement, comprising actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability or asset) and any change in the effect of asset ceiling (if applicable) is recognised in other comprehensive income and is reflected in retained earnings and the same is not eligible to be reclassified to profit or loss. Defined benefit costs comprising current service cost, past service cost and gains or losses on settlements are recognised in the Statement of Profit and Loss as employee benefits expense. Interest cost implicit in defined benefit employee cost is recognised in the Statement of Profit and Loss under finance cost. Gains or losses on settlement of any defined benefit plan are recognised when the settlement occurs. Past service cost is recognised as expense at the earlier of the plan amendment or curtailment and when the company recognises related restructuring costs or termination benefits.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

(iii) Long Term Employee benefits

The obligation recognised in respect of long term benefits such as compensated absences, long service award etc. is measured at present value of estimated future cash flows expected to be made by the Company and is recognised in a similar manner as in the case of defined benefit plans vide (ii)(B) supra. Long term employee benefit costs comprising current service cost and gains or losses on curtailments and settlements, re-measurements including actuarial gains and losses are recognised in the Statement of Profit and Loss as employee benefit expenses. Interest cost implicit in long term employee benefit cost is recognised in the Statement of Profit and Loss under finance cost.

(iv) Terminal Benefits

Termination benefits such as compensation under employee separation schemes are recognised as expense when the Company's offer of the termination benefit is accepted or when the Company recognises the related restructuring costs whichever is earlier.

r Taxes on Income

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments/appeals.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Company's financial statements and the corresponding tax bases used in computation of taxable profit and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax liabilities are generally recognised for all taxable temporary differences including the temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are generally recognised for all taxable temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets relating to unabsorbed depreciation/business losses/losses under the head "capital gains" are recognised and carried forward to the extent of available taxable temporary differences or where there is convincing other evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities.

Transaction or event which is recognised outside Profit or Loss, either in Other Comprehensive Income or in equity, is recorded along with the tax as applicable.

s Accounting for Joint Ventures :

The company has booked turnover and related cost of Joint Venture entities and partners in its books of account. However, the whole projects have been handled by Joint Venture Partners / Entities and related GST and TDS complied by Joint Venture Partners/ Entities.

t Leases

Ind AS 116 – Leases which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract and replaces the previous standard on leasing, Ind AS 17 – Leases. Ind AS 116 eliminates the classification of leases for the lessee as either operating leases or finance leases as required by Ind AS 17 and instead, introduces a single lessee accounting model whereby a lessee is required to recognise assets and liabilities for all leases with a term that is greater than 12 months, unless the underlying asset is of low value, and to recognise depreciation of leased assets separately from interest on lease liabilities in the income statement.

The accounting by lessors under the new standard is substantially unchanged from today's accounting in Ind AS 17. Lessors classify all leases using the same classification principle as in IAS 17 and distinguish between two types of leases: operating and finance leases. For operating leases, lessors continue to recognize the underlying asset. For finance leases, lessors derecognize the underlying asset and recognize a net investment in the lease similar to today's requirements. Any selling profit or loss is recognized at lease commencement.

u Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised only when

- (i) the Company has a present obligation (legal or constructive) as a result of a past event;
- (ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and

- (iii) a reliable estimate can be made of the amount of the obligation.

Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is the present value of those cash flows. Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of:

- (i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and
- (ii) a present obligation arising from past events, when no reliable estimate is possible. Contingent assets are disclosed where an inflow of economic benefits is probable.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision.

v **Statement of Cash Flows**

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method, adjusting the profit before tax excluding exceptional items for the effects of:

- (i) changes during the period in inventories and operating receivables and payables transactions of a non-cash nature;
- (ii) non-cash items such as depreciation, provisions, unrealised foreign currency gains and losses; and
- (iii) all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as at the date of Balance Sheet.

Note : 2
Property, Plant and Equipment
Figures in Lakhs (₹)

| Sr No | Name of assets | Life Rate | GROSS BLOCK | | During the Period | | GROSS BLOCK | | Depreciation | | | | | | | NET BLOCK | | | |
|-------|-------------------------------------|-----------|-------------|-----------------|-------------------|-------------|-------------|-----------------|--------------|--------------------|----------------------|--------------------------|------------------|-------------------------|--------|-----------------|---------------|---------------|--------|
| | | | As on | 01.04.2022 | Additions | Sales | As on | 31.03.2023 | Upto | On Opening Balance | On Additions & Sales | Total Dep for the period | Deletion on Sale | Short Dep. of past yrs. | Upto | As on | As on | | |
| | | Yrs | | | | | | | | | | | | | | | | | |
| 1 | Plant and Machinery | 15 | 6% | 2,484.89 | | | | 2,484.89 | 31.03.2023 | 1,715.41 | 111.66 | | | | 111.66 | | 1,827.08 | 769.48 | 657.81 |
| 2 | Factory Premises and Weighbridge | 30 | 3% | 49.58 | | | | 49.58 | | 23.60 | 1.10 | | | | 1.10 | | 24.71 | 25.98 | 24.87 |
| 3 | Motor cars, Trucks and dumpers, etc | 10 | 10% | 191.78 | | | | 191.78 | | 171.52 | 11.97 | | | | 11.97 | | 183.49 | 20.26 | 8.29 |
| 4 | Furniture and Other equipments | 8 | 12% | 311.23 | | | | 311.23 | | 285.10 | 10.00 | | | | 10.00 | | 295.10 | 26.13 | 16.13 |
| 5 | Office equipments | 5 | 19% | 59.94 | | 0.02 | | 59.96 | | 59.35 | 0.61 | | | | 0.61 | | 59.96 | 0.59 | - |
| 6 | Computers | 3 | 32% | 58.53 | | 1.28 | | 59.81 | | 54.44 | 1.78 | 0.25 | | | 2.03 | | 56.48 | 4.09 | 3.33 |
| | Grand Total | | | 3,155.95 | | 1.29 | | 3,157.24 | | 2,309.43 | 137.12 | 0.26 | | 137.38 | | 2,446.81 | 846.52 | 710.44 | |

Note : 3

Non Current Investments

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---|--|--|
| (A) Non Trade Investments- Quoted | | |
| 1 4100 Equity Shares of Canara Bank | 11.66 | 9.34 |
| 2 Investments under Portfolio Management Scheme | 84.56 | 40.91 |
| Sub Total (A) | 96.23 | 50.24 |
| (B) Non Trade Investments- Un Quoted | | |
| 1 National Saving Certificates | 0.24 | 0.24 |
| 2 13,500 unsecured debentures of Rs. 10,000/- each (Interest @ 8% per annum) | 1,350.00 | 1,350.00 |
| Sub Total (B) | 1,350.24 | 1,350.24 |
| (C) Investment in shares of Subsidiary Company | | |
| Niraj Consulting Group Ltd- 7,450 Shares of Rs. 10 each fully Paid up (Niraj Cement Structurals Limited holds 74.50% equity shares of Niraj Consulting Group Limited) | 0.75 | 0.75 |
| Sub Total | 0.75 | 0.75 |
| Total Non Current Investments | 1,447.21 | 1,401.23 |

Disclosure

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|----------------------------|--|--|
| Unquoted Investment | | |
| Book Value | 0.99 | 0.99 |
| Quoted Investment | | |
| Cost | 155.06 | 70.49 |
| Market Value | 96.23 | 50.24 |

Note : Investment have been classified as Fair Value through Profit or Loss (FVTPL) on the date of transition and fair value changes after the date of transition have been recognised in Profit or Loss.

Note : 4

Long Term Loans and Advances (Unsecured, considered good unless stated otherwise)

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---|--|--|
| Loan to subsidiary | | |
| Loan to Niraj Consulting Group Limited - Subsidiary Company | 25.32 | 6.05 |
| Other Loans and Advances | | |
| i Other / Site Advances | 52.21 | 51.93 |
| ii Long Term Advances against Bank Guarantee | 74.00 | 1,039.40 |
| Total Long Term Loans and Advances | 151.54 | 1,097.38 |

Note : 5

Other Non Current Assets

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---|--|--|
| I Security Deposits | 711.79 | 333.20 |
| ii Balances with government authorities | | |
| (a) Income tax (Net of provision) (Refer note 36) | 1,833.72 | 1,475.07 |
| (b) GST & Others (Refer Note 36) | 250.44 | 80.57 |
| Total Other Non Current Assets | 2,795.94 | 1,888.84 |

Note: 6

Deferred Tax Assets

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---|--|--|
| Timing difference for the current year - (Liabilities) / Assets | 34.00 | 6.72 |
| Deferred tax (Liabilities) / Assets -Opening Balance | 13.17 | 6.45 |
| Total Deferred Tax Assets | 47.17 | 13.17 |

Note : 7

Inventories (As taken, valued and certified by management)

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--------------------------|--|--|
| Work-in-progress | 265.85 | 557.27 |
| Total Inventories | 265.85 | 557.27 |

Note : 8

Trade Receivables (Unsecured considered good, unless stated otherwise) (refer note 38)

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---|--|--|
| (i) Outstanding for a period over six months from the due date | | |
| Considered Good | 4,740.17 | 4,086.20 |
| Considered Doubtful | 716.53 | 240.19 |
| Less: Expected Credit Loss | (716.53) | (240.19) |
| | 4,740.17 | 4,086.20 |
| (ii) Others | | |
| Considered Good | 5,465.13 | 3,667.15 |
| Considered Doubtful | - | - |
| Total Receivables | 10,205.30 | 7,753.35 |

Note : Trade receivables outstanding for over six months are slow moving and are subject to the outcome of arbitration and/or reconciliation proceedings arising out of various Contractual obligations and are considered good and realisable by Management.

| Particulars | Outstanding for a period | | | | | Amount Rs. |
|--|--------------------------|--------------------|-------------------|--------------------|-------------------|------------------|
| | Less than 6 Months | 6 Months to 1 Year | 1 year to 2 Years | 2 Years to 3 Years | More Than 3 Years | Total |
| Year ended March 2023 | | | | | | |
| Undisputed Trade Receivables - Considered Good | 5,465.13 | 1,928.57 | 1,157.48 | 639.29 | - | 9,190.47 |
| Undisputed Trade Receivables - Considered Doubtful | - | - | - | - | - | - |
| Disputed Trade Receivable - Considered Good | - | - | - | - | 298.30 | 298.30 |
| Disputed Trade Receivable - Considered Doubtful | - | - | - | - | 716.53 | 716.53 |
| Total Receivables | 5,465.13 | 1,928.57 | 1,157.48 | 639.29 | 1,014.83 | 10,205.30 |
| Year ended March 2022 | | | | | | |
| Undisputed Trade Receivables - Considered Good | 3,667.15 | 434.64 | 952.08 | 653.53 | - | 5,707.41 |
| Undisputed Trade Receivables - Considered Doubtful | - | - | - | - | - | - |
| Disputed Trade Receivable - Considered Good | - | - | - | - | 1,805.75 | 1,805.75 |
| Disputed Trade Receivable - Considered Doubtful | - | - | - | - | 240.19 | 240.19 |
| Total Receivables | 3,667.15 | 434.64 | 952.08 | 653.53 | 2,045.93 | 7,753.35 |

Note : 9

Cash & Bank Balances

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--|---|---|
| a Cash & cash equivalents | | |
| i Balances with Bank In Current Accounts | 461.91 | 1,529.84 |
| ii Cash in Hand | 34.37 | 21.38 |
| Sub Total (a) | 496.29 | 1,551.21 |
| b Other Bank Balances | | |
| i Deposits- Margin money (Refer note below) having maturity period up to 12 months | 1,776.60 | 2,166.05 |
| ii Earmarked Balances (unpaid dividend accounts) | 0.75 | 1.07 |
| Sub Total (b) | 1,777.36 | 2,167.12 |
| Total | 2,273.64 | 3,718.33 |

Note : Deposits- Margin money with bank represents balance in Fixed deposit accounts with bank 'having fixed maturity period, subject to renewal as per requirement to be a security.

Note : 10

Figures in Lakhs (₹)

Short Term Loans and Advances (Unsecured and Advances Considered good unless stated otherwise)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---|--|--|
| Site Advances (refer note no.38) | 6,688.91 | 9,606.73 |
| Less: Expected Credit Loss | 461.00 | 200.00 |
| | 6,227.91 | 9,406.73 |
| Loan against security of bank guarantee | 2,346.00 | - |
| Staff advances | 23.82 | 34.89 |
| Advances to creditors (refer note no.38) | 1,562.30 | 1,178.74 |
| Interest Receivable | 201.20 | 165.91 |
| Disputed Payments against Contracts (Refer Note 34) | 3,178.66 | 3,178.66 |
| Total | 13,539.90 | 13,964.92 |

The Company recognises the Expected Credit Loss (ECL) model for the financial assets which are not fair value through Profit and Loss Account.

Note : 11

Other Current Assets

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|-------------------|--|--|
| Pre Paid Expenses | 2.22 | 24.02 |
| Total | 2.22 | 24.02 |

Note : 12

Share Capital

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--|--|--|
| Authorised 4,20,00,000 Equity Shares of Rs.10/- each | 4,200.00 | 4,200.00 |
| Issued, subscribed and Paid up 4,01,55,300 Equity Shares of Rs. 10/- each fully paid up | 4,015.53 | 4,015.53 |
| Share Forfeiture Account | 295.50 | 295.50 |
| Total | 4,311.03 | 4,311.03 |

Note :

- Company has not made any non cash allotment/ Bonus issue nor bought back any share during the last five years.
- None of shareholder(s) of Company is it's holding company, ultimate holding company, subsidiaries, associates of the holding company or associates of the ultimate holding company for current year and/or previous year.
- There are no unpaid calls from any director or officers of the company for current and previous year.

Terms / Rights attached to equity shares :

i Voting :

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.

ii Liquidation :

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive all of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iii Dividend : The Board of Directors do not propose dividend for financial year 2022-23

Disclosure relating to shareholder holding more than 5%

(Previous years figure shown in brackets)

| Sr. no | Name of Shareholder | | No. of Shares held | % of Holding |
|------------------------------|---|-----------------|----------------------|-----------------|
| i | Bylan-Niraj Infra Project Private Limited | Current Year | 1,00,00,000 | 24.90% |
| | | (Previous Year) | (1,00,00,000) | (24.90%) |
| ii | Gulshan Vijaykumar Chopra | Current Year | 39,40,946 | 9.81% |
| | | (Previous Year) | (39,40,946) | (9.81%) |
| iii | Dileep Kumar Singh | Current Year | 43,47,103 | 10.83% |
| | | (Previous Year) | (43,21,631) | (10.61%) |
| iv | Chem Logistic & Infra Pvt Ltd | Current Year | 88,97,708 | 22.15% |
| | | (Previous Year) | (88,97,708) | (22.15%) |
| Total Current Year | | | 2,71,85,757 | 67.70% |
| Total (Previous Year) | | | (2,71,60,285) | (67.64%) |

Details of Promoters' share holding at the end of the Year

| Sr.No. | Name of the Promoter | 2022-23 | | 2021-22 | | Movement during the Year |
|--------|-------------------------|-------------------|------|-------------------|------|--------------------------|
| | | No of Shares Held | % | No of shares Held | % | |
| 1 | Mr.Gulshan Chopra | 39,40,946 | 9.81 | 39,40,946 | 9.81 | - |
| 2 | Ms. Aishwarya G Chopra | 15,00,000 | 3.73 | 15,00,000 | 3.73 | - |
| 3 | Mrs. Pooja G Chopra | 15,00,027 | 3.73 | 15,00,027 | 3.73 | - |
| 4 | Mr. Siddhanth G Chopra | 15,00,000 | 3.73 | 15,00,000 | 3.73 | - |
| 5 | Mr. Vijaykumar R Chopra | 6,86,551 | 1.70 | 6,86,551 | 1.70 | - |
| 6 | Mrs. Asha V Chopra | 6,13,300 | 1.52 | 6,13,300 | 1.52 | - |

Reconciliation of number and amount of equity shares

Figures in Lakhs (₹)
Previous years' figures are shown in brackets

| Particulars | As at 31 st March 2023 | |
|--|-----------------------------------|-------------------|
| | No. of Shares | Amount in ₹ |
| Opening Balance | 4,01,55,300 | 4,015.53 |
| (previous year) | 4,01,55,300 | 4,015.53 |
| Add: Preferential issue during the year | - | - |
| (previous year) | - | - |
| Less: Redeemed/ buy back during the year | - | - |
| (previous year) | - | - |
| Total (Current year) | 4,01,55,300 | 4,015.53 |
| Total (Previous year) | (4,01,55,300) | (4,015.53) |

Note : 13 Other Equity

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--|--|--|
| a) Profit and Loss Account | | |
| Opening Balance | - | - |
| Add : Profit during the year transferred | 401.88 | 255.93 |
| Less : Transferred to General Reserves | 401.88 | 255.93 |
| Closing Balance | - | - |
| b) Securities Premium Account | | |
| Opening Balance | 9,700.95 | 9,700.95 |
| Add : Additions during the year | - | - |
| Closing Balance | 9,700.95 | 9,700.95 |
| c) General Reserve | | |
| Opening Balance | 3,931.18 | 3,675.26 |
| Add : Transfer from P & L A/c | 401.88 | 255.93 |
| Less : Earlier years adjustment | 716.53 | - |
| Closing Balance | 3,616.54 | 3,931.18 |
| Total | 13,317.47 | 13,632.13 |

Note : 14 Long Term Borrowings

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|-------------------------|--|--|
| Secured | | |
| i Term Loan - From Bank | - | - |
| ii Term Loan - Others | - | 540.00 |
| Total | - | 540.00 |

Note : 15

Long Term Provisions

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--|--|--|
| (a) Provision for employee benefits Gratuity (unfunded) | 27.75 | 23.47 |
| Total | 27.75 | 23.47 |

Note : 16

Short Term Borrowings

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--|--|--|
| Secured | | |
| i) Bank Overdraft / Cash credit (refer note (i) below) | 172.68 | 86.09 |
| ii) Short Term Borrowings from Capsave Finance Pvt. Ltd. (Refer Note (ii) Below) | 2,420.00 | 300.00 |
| iii) Current Maturity of Long Term Borrowing | - | 420.00 |
| Total | 2,592.68 | 806.09 |

- i) Overdraft / Cash credit loan from ICICI Bank Ltd.
- ii) The above facility from Capsave Finance Private Limited is secured by unconditional and irrevocable bank guarantees from subcontractors of the company, duly assigned in favour of financial institution and personal guarantee of Mr. Gulshan Chopra.

Note : 17

Trade Payables

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|-----------------------------------|--|--|
| Sundry Creditors (Refer Note 38) | 3,823.37 | 3,032.00 |
| Total | 3,823.37 | 3,032.00 |

In absence of complete information from the vendors with regards to their registration (filling of Memorandum) under The Micro, Small and Medium Enterprises Development Act, 2006. (27 of 2006), the Company is unable to compile the full information required to be disclosed herein under section 22 of the said Act.

| Particulars | Less than 1 Year | 1 year to 2 Years | 2 year to 3 Years | 3 Years and above | Total |
|------------------------------|---------------------|----------------------|----------------------|----------------------|-----------------|
| As at 31st March 2023 | | | | | |
| MSME | - | - | - | - | - |
| Others | 3,823.04 | - | 0.33 | - | 3,823.37 |
| Disputed - MSME | - | - | - | - | - |
| Disputed Others | - | - | - | - | - |
| Total | 3,823.04 | - | 0.33 | - | 3,823.37 |
| As at 31st March 2022 | | | | | |
| MSME | - | - | - | - | - |
| Others | 2,874.20 | 65.41 | 27.36 | 65.02 | 3,032.00 |
| Disputed - MSME | - | - | - | - | - |
| Disputed Others | - | - | - | - | - |
| Total | 2,874.20 | 65.41 | 27.36 | 65.02 | 3,032.00 |

Note : 18 Other Current Liabilities

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--|--|--|
| Unpaid dividends | 0.76 | 1.07 |
| Security Deposit | 11.00 | 8.00 |
| Advances against Subcontractor | 3,761.57 | 2,856.21 |
| Statutory dues payable (Refer note 39) | 53.37 | 175.94 |
| Disputed Contract Receipts (Refer Note 34) | 3,285.55 | 5,792.01 |
| Total | 7,112.25 | 8,833.22 |

Note : 19 Short Term Provisions

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---------------------------------|--|--|
| Gratuity (short term) | 4.65 | 1.09 |
| Income Tax AY 23-24 (Provision) | 250.00 | - |
| Income Tax AY 22-23 | - | 86.00 |
| Total | 254.65 | 87.09 |

Note : 20

Revenue from Operations

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---------------------------------|--|--|
| Contract Receipt | 21,251.06 | 10,702.79 |
| Contract Receipt Joint Ventures | 37,917.57 | 23,776.41 |
| Other Operative revenues | 1,361.90 | 1,161.33 |
| Total | 60,530.54 | 35,640.53 |

Note : 21

Other Income

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--------------------------------------|--|--|
| Interest on Bank Deposits | 71.84 | 139.78 |
| Interest Income From Debentures | 108.00 | 108.00 |
| Processing Fees & Other Charges | 213.57 | 145.82 |
| Interest Refund on Income Tax Refund | 5.72 | - |
| Unrealised Gain On Investment | 5.82 | 18.20 |
| Profit On Sale of Investment | - | - |
| Total | 404.94 | 411.80 |

Note : 22

Construction and Other Direct Operating Expenses

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|----------------------------------|--|--|
| Materials | 674.15 | 116.99 |
| Joint Venture Expenses | 37,917.57 | 23,985.11 |
| Sub Contracting Charges | 19,838.13 | 10,328.39 |
| Transport Charges | 2.08 | 16.34 |
| Electricity Charges | 5.60 | 6.58 |
| Duties and Taxes | - | - |
| Factory & Miscellaneous Expenses | - | 0.82 |
| Water Charges | 2.38 | 3.77 |
| Total | 58,439.91 | 34,458.01 |

Disclosure for value of Imported and Indigenous Raw materials and spare parts and components and consumed and % thereof - Rs NIL (Previous Year Rs NIL)

Note : 23

Changes in Inventories of Work-in Progress

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---|--|--|
| Closing stock | 265.86 | 532.27 |
| Opening stock | 532.27 | 652.57 |
| Changes in Inventories of Work-in Progress | 266.41 | 120.31 |

Note : 24

Employee Benefits Expenses

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--|--|--|
| (a) Salaries | 88.72 | 72.79 |
| (b) Contributions to Provident fund / Gratuity | 8.45 | 4.42 |
| Staff welfare expenses | 34.18 | 9.00 |
| Total | 131.35 | 86.21 |

Disclosure as per Accounting Standards AS 15

Defined Contribution plan : Company contribution to Provident Fund is charged to the profit and loss account of the year when the contributions to the respective fund are due.

Defined Benefit Plan : Gratuity liabilities are provided for based on actuarial valuation. The actuarial valuation is done on Projected Unit Credit Method.

Actuarial gains or losses are recognized immediately in the statements of the profit and loss account as income or expense.

The assumptions, workings based on which gratuity liability is recognized and provided/reversed for is as below :

A) Assumptions

| Particulars | Details |
|--|---------------------|
| Discount rate | 7.16% |
| Salary escalation rate | 10% |
| Rate of return (expected) on plan assets | NIL as no fund |
| Withdrawal/Attrition rate | 5% |
| Benefits | As per Gratuity Act |
| Expected average remaining service | 8.43 |
| Retirement age : | 58 Years |

B) Amounts to be recognized in the balance sheet:

Figures in Lakhs (₹)

| Particulars | Amount (Rs.) |
|---|--------------|
| PVO at the end of the year | 32.41 |
| Fair value Plan assets at the end of the year | - |
| Funded status | (32.41) |
| Unrecognised actuarial gain / (loss) | - |
| Net Assets / (Liabilities) | (32.41) |

C) Expense recognized in the statement of Profit and Loss:

Figures in Lakhs (₹)

| Particulars | Amount (Rs.) |
|---|--------------|
| Current Service Cost | 6.20 |
| Interest cost | 1.68 |
| Expected Return on Plan Assets | - |
| Net Actuarial Gain/(Loss) recognized for the year | - |
| Expense/(income) to be recognized in the statement of Profit and Loss | 7.88 |

D) Movements in the Liability recognized in Balance Sheet :

Figures in Lakhs (₹)

| Particulars | Amount (Rs.) |
|---|--------------|
| Opening Net Liability | 24.56 |
| Expenses/(reversal of earlier provision) as above | 7.88 |
| Contribution paid | - |
| Other Comprehensive Income | (0.04) |
| Closing Net Liability | 32.41 |
| Closing Current Liability | 4.65 |
| Closing Non Current Liability | 27.75 |

Note : 25 Finance Costs

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|-------------------|--|--|
| Interest Expenses | 47.79 | 12.86 |
| Bank Charges | 0.21 | 0.94 |
| Total | 48.00 | 13.80 |

Note : 26 Other Expenses

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---|--|--|
| Advertisement & Sales Promotion | 6.04 | 2.28 |
| Auditor's Remuneration | 12.00 | 12.50 |
| Conveyance | 6.56 | 4.64 |
| Directors Sitting Fees | 0.99 | 0.99 |
| Donation | 2.17 | 2.20 |
| Insurance | 46.21 | 15.16 |
| Membership & Subscription | 22.61 | 58.20 |
| Postage, Telegram & Courier | 1.16 | 0.97 |
| Printing and Stationery | 3.83 | 1.98 |
| Professional Charges | 148.85 | 120.96 |
| Rent Rates and Property Tax | 30.50 | 29.89 |
| Registration, Tender Fees, Listing Fees & Legal Charges | 4.15 | 7.01 |
| Repairs and Maintenance others | 448.55 | 153.27 |
| Security Charges | 11.58 | 6.49 |
| Telephone / Fax Charges | 2.08 | 2.27 |
| Traveling Expenses | 50.28 | 32.53 |
| Sundry Balances Written off / Write back | - | 2.53 |
| Late Payment Fees | 13.16 | 9.38 |
| Total | 810.70 | 463.27 |

Note : 27 Disclosures of details of Auditors Remuneration:

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|------------------------------|--|--|
| Statutory Audit fees | 12.00 | 12.50 |
| Income Tax Audit fees | - | - |
| Certification and other fees | - | - |
| Total | 12.00 | 12.50 |

Note : 28 Disclosures of details of Managerial Remuneration:

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|-------------------------|--|--|
| Salaries & Allowance | 6.95 | 6.26 |
| Director's Sitting Fees | 0.99 | 0.99 |
| Total | 7.94 | 7.25 |

Note : 29 Disclosure of earning and expenditure in foreign currency

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---|--|--|
| Earning in foreign currency | Nil | Nil |
| Total | Nil | Nil |
| Expenditure in foreign currency Travelling Expenses | Nil | Nil |
| Total | Nil | Nil |

Note : 30 Disclosure of Foreign currency dividend remittances :

Figures in Lakhs (₹)

| Sr. No | Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--------|----------------------------------|--|--|
| 1 | Dividend Remittance | Nil | Nil |
| 2 | No. of Non-Resident Shareholders | 62 | 53 |

Note: 31 Disclosure of Transactions with Related Parties

Disclosure of transactions with related parties as required by Ind AS 24 issued by the Institute of Chartered Accountants of India are as follows

| Particulars of Joint Ventures and /or entities and/or concerns where control exists | NAME OF PARTY |
|---|--------------------------------|
| Jointly Controlled Operations | Niraj - SCPL JV |
| | Niraj - Mahavir JV |
| | RKD - Niraj JV |
| | Niraj - SMIPL JV |
| | Niraj - Patel JV |
| | Niraj - Babul Nath JV |
| | NSR JV |
| | Niraj - Shivsai JV |
| | Niraj - Jandu JV |
| | Niraj - Azamul Hoque JV |
| Subsidiary Company | Niraj Consulting Group Limited |

Key Management Personnel

| Sr. No. | Name of the Personnel | Role in the Company | Remark |
|---------|-----------------------------|------------------------------|---------------------------------|
| 1 | Mr. Vinay Kumar Ghuwalewala | Chief Financial Officer | Appointed on 16th May 2022 |
| 2 | Mr. Kumar Anil Radheshyam | Additional Managing Director | Resigned on 5th September, 2022 |

The above information has been determined to the extent such parties have been identified on the basis of information provided by the Company which has been relied upon by the auditors

Disclosure of related parties transactions as per IndAS-24 Financial Year 2022-23 Figures in Lakhs (₹)

| Transactions during the year | Name of the Party | Kay Managerial Personnel | Relatives of the key Managerial Personnel | Associates & JV / Subsidiary Company | Associates in which key Managerial personnel may have significant Interest |
|---|--------------------------------|--------------------------|---|--------------------------------------|--|
| Contract Receipts | Niraj - SCPL JV | | | 190.06 | |
| | Niraj - Mahavir JV | | | 1,552.91 | |
| | RKD - Niraj JV | | | 2,055.76 | |
| | Niraj - SMIPL JV | | | 291.18 | |
| | Niraj - Patel JV | | | 7,325.16 | |
| | Niraj - Babul Nath JV | | | 10,679.79 | |
| | NSR JV | | | 408.50 | |
| | Niraj - Shivsai JV | | | 612.95 | |
| | Niraj - Jandu JV | | | 14,469.77 | |
| | Niraj - Azamul Hoque JV | | | 331.49 | |
| Managerial Remuneration | Mr. Vishram Rudre | 3.05 | | | |
| | Mr. Sudhakar Tambe | 2.81 | | | |
| Sub Contracting Charges | Niraj - SCPL JV | | | 190.06 | |
| | Niraj - Mahavir JV | | | 1,552.91 | |
| | RKD - Niraj JV | | | 2,055.76 | |
| | Niraj - SMIPL JV | | | 291.18 | |
| | Niraj - Patel JV | | | 7,325.16 | |
| | Niraj - Babul Nath JV | | | 10,679.79 | |
| | NSR JV | | | 408.50 | |
| | Niraj - Shivsai JV | | | 612.95 | |
| | Niraj - Jandu JV | | | 14,469.77 | |
| | Niraj - Azamul Hoque JV | | | 331.49 | |
| Salaries and Allowances | Mr. Anil Jha | 4.45 | | | |
| | Mr. Vinay Kumar Ghuwalewala | 12.00 | | | |
| Accounts Receivable | Niraj - Mahavir JV | | | 91.50 | |
| | RKD - Niraj JV | | | 40.20 | |
| | Niraj - SMIPL JV | | | 417.87 | |
| | Niraj - Shivsai JV | | | 25.26 | |
| | Niraj - Babul Nath JV | | | 264.74 | |
| | Niraj - Azamul Hoque JV | | | - | |
| | Niraj - Patel JV | | | 89.24 | |
| | Niraj - Jandu JV | | | 76.53 | |
| | NSR JV | | | 230.45 | |
| Accounts Payable | Mr. Gurpur Ramdas Kamath | 0.04 | | | |
| Loan Given to Subsidiary Company | Niraj Consulting Group Limited | | | 25.32 | |

Disclosure of related parties transactions as per IndAS-24 Financial Year 2021-22 Figures in Lakhs (₹)

| Transactions during the year | Name of the Party | Kay Managerial Personnel | Relatives of the key Managerial Personnel | Associates & JV / Subsidiary Company | Associates in which key Managerial personnel may have significant Interest |
|------------------------------|-----------------------|--------------------------|---|--------------------------------------|--|
| Contract Receipts | Niraj - SCPL JV | | | 205.24 | |
| | Niraj - Mahavir (JV) | | | 2,271.22 | |
| | RKD - Niraj (JV) | | | 2,590.95 | |
| | Niraj - SMIPL (JV) | | | 2621.18 | |
| | Niraj - Patel JV | | | 5,165.14 | |
| | Niraj - Babul Nath JV | | | 3,490.29 | |
| | NSR JV | | | 2,101.96 | |

Disclosure of related parties transactions as per IndAS-24

Financial Year 2021-22 Figures in Lakhs (₹)

| Transactions during the year | Name of the Party | Kay Managerial Personnel | Relatives of the key Managerial Personnel | Associates & JV / Subsidiary Company | Associates in which key Managerial personnel may have significant Interest |
|---|--------------------------------|--------------------------|---|--------------------------------------|--|
| | Niraj - Shivsai JV | | | 936.29 | |
| | Niraj - Jandu JV | | | 3,691.06 | |
| | Niraj - Azamul Hoque JV | | | 703.07 | |
| Managerial Remuneration | Mr. Vishram Rudre | 2.63 | | | |
| | Mr. Sudhakar Tandle | 2.63 | | | |
| Sub Contracting Charges | Niraj - SCPL JV | | | 205.24 | |
| | Niraj - Mahavir (JV) | | | 2,271.22 | |
| | RKD - Niraj (JV) | | | 2,590.95 | |
| | Niraj - SMIPL (JV) | | | 2,621.18 | |
| | Niraj - Patel JV | | | 5,165.14 | |
| | Niraj - Babul Nath JV | | | 3,490.29 | |
| | NSR JV | | | 2,101.96 | |
| | Niraj - Shivsai JV | | | 936.29 | |
| | Niraj - Jandu JV | | | 3,961.06 | |
| | Niraj - Azamul Hoque JV | | | 703.07 | |
| Salaries and Allowances | Mr. Anil Jha | 0.79 | | | |
| | Ms. Anup Kumari Shukla | 2.17 | | | |
| Accounts Receivable | Niraj - Mahavir (JV) | | | 91.50 | |
| | RKD - Niraj (JV) | | | 119.70 | |
| | Niraj - SMIPL (JV) | | | 45.96 | |
| | Niraj - Shivsai(JV) | | | 25.26 | |
| | Niraj - Babul Nath JV | | | 28.03 | |
| | Niraj - Azamul Hoque JV | | | 18.58 | |
| | Niraj - Patel (JV) | | | 34.61 | |
| | Niraj - Jandu (JV) | | | 14.56 | |
| | NSR JV | | | 130.42 | |
| Accounts Payable | Mr. Gurpur Ramdas Kamath | 0.04 | | | |
| Loan Given to Subsidiary Company | Niraj Consulting Group Limited | | | 6.05 | |

- 32** The office of the Director General of GST Intelligence (DGGI) had carried out a Search and seizure operations at the office of the Company at Mumbai on 6th January, 2021 under the provisions of Section 67 (1) and (2) of CGST Act. The company has challenged the entire search and seizure proceedings and filed a writ petition with the Honorable Gujarat High Court and the matter is sub-judice in law. In View of this we are unable to comment on financial liabilities, arising out of the said proceedings. The Company has deposited Rs. 108.40 Lakhs under protest, which is adjusted by department against disputed dues, no provision is made in the books as the company has challenged the action of the department in the Honorable Gujarat High Court.
- 33** As per Ind AS 109 "Financial instrument" the company is required to consider "Provision for Expected Credit Loss" on all financial assets on the basis of expected probability of Recoverability of such financial instrument. During the year, the company has provided Rs. 1177.52 Lakhs as Expected Credit Loss (ECL), has written off in the financial statement and Rs. 716.52 Lakhs has been transfer from General Reserve & surplus & Net Balance Rs. 461.00 Lakhs as an Expected Credit Loss As per management explanation, the receivable and advance of Rs. 2116.73 Lakhs is in dispute and for balance receivable and advances, the management is following up with the parties and is hopeful for recovery. But in the absence of adequate basis/ supporting documents, we are unable to comment on the measurement of carrying amount of all the financial assets appearing in the financial statements as on 31st March, 2023.
- 34** In the year ended 31st March, 2023, mainly due to adoption of prudent accounting practices and various contractual reasons the company has reversed contractual revenue and corresponding sub-contracting costs and other direct expenses. The corresponding disputed receipts and payments transactions relating to the said contracts are still unsettled and reflected in the financial statements under the head "Other Current Liabilities" and "Other Current assets".

35 Contingent Liabilities and Provisions (to the extent not provided for) Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|----------------------------------|--|--|
| 1. Contingent Liabilities | | |
| a) Income Tax Demands | 1,699.43 | 1,844.36 |
| Total | 1,699.43 | 1,844.36 |

| Name of the Statute | Nature of Dues | Amount (Rs in Lakhs) | Period to which the demand relates | Forum where the dispute is Pending |
|----------------------|---------------------------------------|--------------------------------|---------------------------------------|---------------------------------------|
| Income Tax Act, 1961 | Income Tax (Previous Year) | 445.49 (445.49) | 2009-10 | CIT (A) Mumbai |
| Income Tax Act, 1961 | Income Tax (Previous Year) | 474.06 (474.06) | 2010-11 | CIT (A), Mumbai |
| Income Tax Act, 1961 | Income Tax (Previous Year) | 431.74 (431.74) | 2011-12 | CIT (A), Mumbai |
| Income Tax Act, 1961 | Income Tax (Previous Year) | 348.14 (348.14) | 2012-13 | CIT (A), Mumbai |
| Total | Income Tax (Previous Year) | 1,699.43 (1,699.43) | | |

36 Earning Per Share Figures in Lakhs (₹) Except EPS

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--|--|--|
| Profit after taxation as per Books - Amount in Rs | 401.88 | 255.93 |
| Number of equity shares outstanding during the year | 4,01,55,300 | 4,01,55,300 |
| Nominal Value of share | 10.00 | 10.00 |
| Basic EPS (Rs) | 1.00 | 0.64 |
| Calculation of Diluted EPS | | |
| Profit after taxation as per Books - Amount in Rs | 401.88 | 255.93 |
| Weighted Average Number of equity shares outstanding during the year | 4,01,55,300 | 4,01,55,300 |
| Diluted EPS | 1.00 | 0.64 |

37 Details of pending litigation / arbitration claims

Company's claim for work done, material supply, final bill claims, retentions, mobilisation/ material advances given, receivables, etc is amounting to Rs. 2116.73 Lakhs, which is under arbitration.

38 Trade payables, Trade receivables, Advances received, Advances given, GST Payable / input credit and Income Tax assets (Net of liabilities) are subject to reconciliation and confirmation. The management is the process of reconciling the same

39 In the opinion of the Board, except otherwise stated all assets other than fixed assets and non current investments, have a realisable value in the ordinary course of business which is not different from the amount at which it is stated. The provision for current liabilities and other liabilities is adequate and not in excess of amount reasonably necessary.

40 The Company is engaged primarily in business of civil construction and infrastructure and accordingly there are no separate reportable segments as per Indian Accounting standards (Ind AS) 108 dealing with the segment reporting

41 Company has booked turnover and costs related to joint venture entities and partners in the books of account. However the whole projects have been handled by joint venture partners/entities and related TDS and GST complied by Joint venture partners/entities.

42 The Company has a program of verification to cover all the items of fixed assets in a phased manner, Fixed assets were physically verified by the management during the year.

43

| Particulars | FY 2022-23 | FY 2021-22 |
|---------------------------------|------------|------------|
| Current Ratio | 1.91 | 1.98 |
| Return on Equity Ratio | 2.28% | 1.43% |
| Net Profit Ratio | 0.66% | 0.76% |
| Return on Capital Employed | 3.60% | 1.84% |
| Return on Investments | 7.99% | 9.16% |
| Debt Equity Ratio | 0.15 | 0.75 |
| Debt Service Coverage Ratio | 0.23 | 18.59 |
| Inventory Turnover Ratio | 0.00 | 0.02 |
| Trade Receivable Turnover Ratio | 6.74 | 5.14 |
| Trade Payable Turnover Ratio | 17.04 | 18.09 |
| Net Capital Turnover Ratio | 4.84 | 2.84 |

The accompanying notes 1 to 43 are integral part of the financial statements

In terms of our report attached.

For Chaturvedi Sohan & Co.

Chartered Accountants

FRN : 118424W

Noshir B Captain

Partner

M No. 009889

UDIN :23009889BGWUWY6479

Place : Mumbai

Date : 30th May 2023

For and on behalf of the Board of Directors

Vishram P Rudre

Managing Director

DIN 08564350

Vinay Kumar Ghuwalewala

Chief Financial Officer

Place : Mumbai

Date : 30th May 2023

Sudhakar B Tandale

Whole Time Director

DIN 09083084

Anil Jha

Company Secretary &
Compliance Officer

INDEPENDENT AUDITOR'S REPORT

To the members of

NIRAJ CEMENT STRUCTURALS LIMITED

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying Consolidated Financial Statements of **NIRAJ CEMENT STRUCTURALS LIMITED** (the "Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us except for the effect of the matters described in the "Basis for Qualified Opinion" section of our report, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023 and its Profits, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualification

Reference is invited to the following matter

(I) Non provision to Recovered Tax Demand amounting to Rs. 873.80 Lakhs of Income Tax

We want to draw your kind attention to Note No. 5 of Audited Balance Sheet wherein Income Tax Assets (Net) amount of Rs. 1833.72 Lakhs has been shown under other non-current assets out of which amount of Rs. 873.80/- Lakhs has been recovered/adjusted by the Income Tax Demand for the Assessment Year 2007-08 and 2008-09 against the due refund of AY 2014-15 to 2022-23 but no provision has been made in despite of fact that no appeal is pending at any stage in respect of these payment. The company does not have an appropriate internal control system to reconcile the financial accounts pertain to Income Tax Assets (Net) with relevant tax records i.e. Assessment orders which can possibly result into under/over statement of such amounts in the financial statements

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Emphasis of Matter

- (1) We draw your attention to note No. 41 of the financial statements Niraj Cement Structurals Limited has booked turnover and costs related to joint venture entities and partners in the books of account. However the whole projects have been handled by joint venture partners/entities and related TDS and GST complied by Joint venture partners/entities.
- (2) We draw your attention to note No. 34 of the financial statements of Niraj Cement Structurals Limited has reversed contractual revenue and corresponding subcontracting costs and other direct expenses in the year ended 31st March, 2023, mainly due to adoption of prudent accounting practices and various contractual reasons. The corresponding disputed receipts and payments transactions relating to the said contracts are still unsettled and reflected in the financial statements under the head "Other Current Liabilities" and "Other Current assets". The Company is in process of resolving the disputes.
- (3) We draw your attention to note No. 32 of the financial statements of Niraj Cement Structurals Limited, the office of the Director General of GST Intelligence (DGGI) had carried out a Search and seizure operations at the office of the Company at Mumbai on 6th January, 2021 under the provisions of Section 67 (1) and (2) of CGST Act.

The company has challenged the entire search and seizure proceedings and filed a writ petition with the Honourable Gujarat High Court and the matter is sub-judice in law. In View of this we are unable to comment on financial liabilities, arising out of the said proceedings. The Company has deposited Rs. 108.40 Lakhs under protest, which is adjusted by department against disputed dues, no provision is made in the books as the company has challenged the action of the department in the Honourable Gujarat High Court.

- (4) We draw your attention to note No. 38 of the financial statements of Niraj Cement Structurals Limited, the balances of trade payables, trade receivables, advances received, advances given, GST liabilities / Input credits, and Income Tax assets (Net of liabilities) are subject to reconciliation and confirmation. The management is the process of reconciling the same.
- (5) We draw your attention to note No. 33 of the financial statement As per Ind AS 109 "Financial Instrument" the company is required to consider "Provision for Expected Credit Loss" on all financial assets on the basis of expected probability of recoverability of such financial instrument. We draw your attention to Note no 34 of the financial statement, during the year the company has provided Rs. 1177.52 Lakhs towards credit impaired financial assets (bad debts of trade receivables) and considering the same credit impaired pertaining to the previous year's, the company has withdrawn Rs. 716.52 Lakhs from general reserve and credited the same in the credit — impaired ledger. In the statement of profit and loss, net amount of Rs 461.00 Lakhs (i.e 1177.52 Lakhs — 716.52 Lakhs) disclosed under exceptional item. As per management explanation, the receivable and advance of Rs. 2116.73 Lakhs are in dispute and for balance receivable and advances, the management is following up with the parties and is hopeful for recovery. But in the absence of adequate basis/ supporting documents, we are unable to comment on the measurement of carrying amount of all the financial assets appearing in the financial statements for the year ended 31st March, 2023.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| The key audit matters | How the matter was addressed in our audit |
|---|---|
| Adoption of Ind AS 115 – Revenue from Contracts with Customers | |
| The company has adopted Ind AS 115, Revenue from Contracts with Customers ('Ind AS 115') which is the new revenue accounting standard. The application and transition to this accounting standard is complex and is an area of focus in the audit. The revenue standard establishes a comprehensive framework for determining whether, how much and when revenue is recognized. This involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of identified performance obligation, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, the standard mandates robust disclosures in respect of revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date. | Our audit procedures on adoption of Ind AS 115, Revenue from contracts with Customers ('Ind AS 115'), which is the new revenue accounting standard, include – <ul style="list-style-type: none"> • Evaluated the design and implementation of the processes and internal controls relating to implementation of the new revenue accounting standard; • Evaluated the detailed analysis performed by management on revenue streams by selecting samples for the existing contracts with customers and considered revenue recognition policy in the current period in respect of those revenue streams; • Evaluated the appropriateness of the disclosures provided under the new revenue standard and assessed the completeness and mathematical accuracy of the relevant disclosures |

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements, Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial

Statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Accounting Standards and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.
- Conclude on the appropriateness of the Management on use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of the statement in the consolidated Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

(A) As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account;
- d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act;
- e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 1. The Company has disclosed the impact of pending litigations on its financial position in its Consolidated Financial Statements.
 2. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 3. The Company was not required to transfer any amounts to the Investor Education and Protection Fund.
 4. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
2. As required by the Companies (Auditor's Report) Order, 2020 (the “Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure B” a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For CHATURVEDI SOHAN & Co.
Chartered Accountants
(Firm's Registration No. 118424W)**

**Place: Mumbai
Date: 30th May, 2023**

**Noshir. B. Captain
Partner
(Membership No.009889)
UDIN : 23009889BGWUXE2687**

ANNEXURE “A” TO THE INDEPENDENT AUDITOR'S REPORT - 31st MARCH 2023

(Referred to in paragraph A(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (The 'Guidance Note').

Management's Responsibility for Internal Financial Controls

The Company's management and Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated Ind AS financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls with Reference to consolidated Ind AS financial statements

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For CHATURVEDI SOHAN & Co.
Chartered Accountants
(Firm's Registration No. 118424W)**

**Place: Mumbai
Date: 30th May, 2023**

**Noshir. B. Captain
Partner
(Membership No.009889)
UDIN : 23009889BGWUXE2687**

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of NIRAJ CEMENT STRUCTURALS LIMITED of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. (a) (i) The Company's record in respect of fixed assets are required to be updated, at present the records maintained does not show full particulars, including quantitative details and situation, of Property, Plant and Equipment.
(ii) The Company is not having any intangible assets.
- (b) The Assets of the Company were physically verified by the management of the Company. The Company having program for carrying out physical verification of the fixed assets of the Company.
- (c) The title deeds of all the immovable properties, as disclosed in Note 2 on Property, plant and equipment to the standalone financial statements, are held in the name of the Company.
- (d) The Company has not revalue its Property, Plant and Equipment (including Right-of-use assets) or intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its standalone financial statements does not arise.
- ii. (a) The physical verification of inventory (excluding stocks with third parties) has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedures of such verification by Management is appropriate. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. 5 Crore, in aggregate, at any points of time during the period, from banks or Financials institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable. As per information and explanations provided the said limits are against the Bank Guarantees provided by third parties (Contractors), the Company is not required to submit any quarterly financial information to the lender in respect of the said limits.
- iii. (a) The Company has, during the year, made investments in one subsidiary company and one port folio management scheme, granted unsecured loans to three companies, stood guarantee for three company and provided security of certain current assets to two financial institutions against working capital facilities from the financial institutions (including securities in place in respect of working capital facilities rolled-over/renewed during the year). The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans, guarantees and securities to subsidiaries, joint ventures and associates and to parties other than subsidiaries, joint ventures and associates are as per the table given below.

| Particulars | Guarantees (Rs. In Lakhs) | Securities (Rs. In Lakhs) | Loans (Rs. In Lakhs) |
|--|------------------------------|------------------------------|-------------------------|
| Aggregate amount granted/Provided During the Year | | | |
| Subsidiaries | ---- | ---- | 19.28 |
| Joint Ventures | ---- | ---- | ---- |
| Associate Concerns | ---- | ---- | ---- |
| Others | ---- | ---- | ---- |
| Balance outstanding(Gross) on Balance sheet date I respect of Above Loans | | | |
| Subsidiaries | ---- | ---- | 25.32 |
| Joint Ventures | ---- | ---- | ---- |
| Associate Concerns | ---- | ---- | ---- |
| Others | ---- | ---- | 2420.00 |

- (b) In respect of the aforesaid investments, guarantees, securities and loans, the terms and conditions under which such investments were made, guarantees provided, securities provided and loans were granted are not prejudicial to the Company's interest, based on the information and explanations provided by the Company.
- (c) In respect of the loans outstanding as on the balance sheet date, the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable
- (d) As per the Information and explanations provided and records examined by us, no fresh loans were granted to same parties to settle the existing overdue loans/advances in nature of loan.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantee and securities provided, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits within the meaning of section 73,74,75 and 76 of the Act and Rules framed there under to the extent notified, hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
 - (a) According to the information and explanations given to us, and the records of the Company examined by us, In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March, 2023 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, and the records of the Company examined by us, the details of statutory dues referred to in sub clause (a) as at 31st March, 2023, which have not been deposited on account of dispute, are as follows.

| Name of the statute | Nature of dues | Amount (in Lakhs) | Forum where the dispute is pending |
|---------------------|----------------|-------------------|------------------------------------|
| 2009-10 | Income Tax | 445.49 | CIT(A) Mumbai |
| 2010-11 | Income Tax | 474.08 | CIT(A) Mumbai |
| 2011-12 | Income Tax | 431.74 | CIT(A) Mumbai |
| 2012-13 | Income Tax | 348.14 | CIT(A) Mumbai |
| Total | | 1,699.43 | |

- viii. According to the information and explanations given to us, and the records of the Company examined by us there are no transactions in the books of account that has been surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act, 1961 that has not been recorded in the books of accounts.
- ix. (a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an

overall examination of the financial statements of the Company, we report that the Company has not used funds raised on short-term basis for long-term purposes.

- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the period and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the period, the Company has not made any preferential allotment of shares and the company has not issued any convertible debentures (fully or partly or optionally), Hence reporting under clause 3(x)(b) of the order is not applicable.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has not received whistle-blower complaints during the year.
- xii. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Financials statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and according to the information and explanation given to us, the Company need to strengthen internal audit system keeping in mind the size and nature of its business.
- (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- xv. In our opinion during the period the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors, and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The Company has not conducted non-banking Standalone Financials / Housing Finance activities during the year, accordingly the reporting under clause 3(xv)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC), as defined in the regulations made by the Reserve Bank of India, Accordingly, the reporting under clause 3 (xvi) (c) of the Order is not applicable to the Company.
- (d) Based on the Information and explanations provided by the management of the Company, the Group has no Company defined as Core Investment Company (CIC), as defined in the regulations made by the Reserve Bank of India, Accordingly, the reporting under clause 3 (xvi) (d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses in the previous year. The accumulated Cash losses as at 31st March, 2023 are Rs. NIL.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.

- xix. On the basis of the Standalone Financials ratios, ageing and expected dates of realisation of Standalone Financials assets and payment of Standalone Financials liabilities, other information accompanying the Standalone Financials statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one period from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one period from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) The provision of the Section 135 is applicable to the Company from financial year 2022-23 and hence clause xx (a) of the order is not applicable to the Company.
- (b) any amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act;
- xxi. The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone Financials statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Chaurvedi Sohan & Co
Chartered Accountant
FRN: 118424W

Place: Mumbai
Date: 30th May, 2023

Noshir. B. Captain
Partner
(Membership No.009889)
UDIN :- 23009889BGWUXE2687

CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH 2023

Figures in Lakhs (₹)

| Particulars | Note No. | 31st March, 2023 | 31st March, 2022 |
|---|----------|------------------|------------------|
| Revenue from operations | 20 | 60,611.97 | 35,641.31 |
| Other income | 21 | 404.94 | 411.80 |
| Total Revenue | | 61,016.91 | 36,053.11 |
| Expenses : | | | |
| Construction and Other Direct Operating Expenses | 22 | 58,439.91 | 34,458.01 |
| Changes in inventories of work-in-progress & Raw Materials | 23 | 266.41 | 120.31 |
| Employee benefits expense | 24 | 137.08 | 87.36 |
| Finance costs | 25 | 48.10 | 13.81 |
| Depreciation and amortization expense | 2 | 137.38 | 142.36 |
| Other expenses | 26 | 845.01 | 470.84 |
| Total Expenses | | 59,873.88 | 35,292.69 |
| Profit before exceptional and extraordinary items and tax | | 1,143.03 | 760.42 |
| Less: Exceptional items | | 461.00 | 440.19 |
| Balance Written off (Debtors & Other) | | 461.00 | 440.19 |
| Profit before extraordinary items and tax | | 682.03 | 320.23 |
| Extraordinary Items | | - | - |
| Profit before tax | | 682.03 | 320.23 |
| Less: Tax Expenses | | | |
| (1) Current Tax | | 258.50 | 86.00 |
| (2) Deferred Tax Liabilities/(Assets) | 14 | (32.01) | (8.71) |
| (3) Short Provision of Income Tax of Earlier Years | | 22.89 | |
| Profit (Loss) for the period from continuing operations | | 432.65 | 242.94 |
| Other Comprehensive income | | | |
| (a) Items not to be reclassified subsequently to profit or loss gain/(loss) on fair value of defined benefit plans as per actuarial valuation | | (0.37) | 7.04 |
| (b) Items to be reclassified subsequently to profit or loss | | | - |
| Other Comprehensive income for the year, net of tax | | (0.37) | 7.04 |
| Total comprehensive income for the year, net of tax | | 432.28 | 249.97 |
| Profit available for appropriation (after tax) | | 432.28 | 249.97 |
| Profit (Loss) for the period | | 432.28 | 249.97 |
| Earnings per equity share : | | | |
| (1) Basic | | 1.08 | 0.62 |
| (2) Diluted | | 1.08 | 0.62 |

The accompanying notes 1 to 43 are integral part of the financial statements

In terms of our report attached.

For Chaturvedi Sohan & Co.

Chartered Accountants

FRN : 118424W

Noshir B Captain

Partner

M No. 009889

UDIN : 23009889BGWUWZ9650

Place : Mumbai

Date : 30th May 2023

For and on behalf of the Board of Directors

Vishram P Rudre

Managing Director

DIN 08564350

Vinay Kumar Ghuwalewala

Chief Financial Officer

Sudhakar B Tandale

Whole Time Director

DIN 09083084

Anil Jha

Company Secretary &
Compliance Officer

Place : Mumbai

Date : 30th May 2023

CONSOLIDATED BALANCE SHEET AS ON 31st MARCH 2023

Figures in Lakhs (₹)

| Sr. No. | Particulars | Note No. | 31st March, 2023 | 31st March, 2022 |
|--------------------------------------|-------------|-----------|------------------|------------------|
| I. ASSETS | | | | |
| 1. Non-Current Assets | | | | |
| (a) Property, Plant and Equipment | | 2 | 710.44 | 846.52 |
| (b) Financial Assets | | | | |
| (i) Non-current investments | | 3 | 1,446.46 | 1,400.48 |
| (ii) Long-term loans and advances | | 4 | 196.43 | 1,091.43 |
| (c) Other non-current assets | | 5 | 2,808.11 | 1,888.86 |
| (d) Deferred Tax Assets | | 6 | 47.17 | 15.16 |
| Total Non Current Assets | | | 5,208.61 | 5,242.44 |
| 2. Current Assets | | | | |
| (a) Inventories | | 7 | 265.86 | 557.27 |
| (b) Financial assets | | | | |
| (i) Trade receivables | | 8 | 10,206.10 | 7,753.95 |
| (ii) Cash and bank balances | | 9 | 2,281.16 | 3,718.96 |
| (iii) Short-term loans and advances | | 10 | 13,539.90 | 13,965.11 |
| (c) Other current assets | | 11 | 2.28 | 24.07 |
| Total Current Assets | | | 26,295.30 | 26,019.36 |
| TOTAL ASSETS | | | 31,503.91 | 31,261.81 |
| II. EQUITY AND LIABILITIES | | | | |
| 1. EQUITY | | | | |
| (a) Share Capital | | 12 | 4,311.03 | 4,311.03 |
| (b) Other Equity | | 13 | 13,342.14 | 13,626.42 |
| Total Shareholder's Funds | | | 17,653.17 | 17,937.45 |
| 2. LIABILITIES | | | | |
| Non-Current Liabilities | | | | |
| (a) Financial liabilities | | | | |
| (i) Long-term borrowings | | 14 | - | 540.00 |
| (b) Long-term provisions | | 15 | 28.33 | 23.47 |
| Total Non-Current Liabilities | | | 28.33 | 563.47 |
| Current Liabilities | | | | |
| (a) Financial liabilities | | | | |
| (i) Short-term borrowings | | 16 | 2,592.68 | 806.09 |
| (ii) Trade payables | | 17 | 3,853.29 | 3,033.78 |
| (b) Other current liabilities | | 18 | 7,121.79 | 8,833.92 |
| (c) Short-term provisions | | 19 | 254.66 | 87.09 |
| Total Current Liabilities | | | 13,822.42 | 12,760.89 |
| TOTAL LIABILITIES | | | 31,503.91 | 31,261.81 |

The accompanying notes 1 to 43 are integral part of the financial statements

In terms of our report attached.

For Chaturvedi Sohan & Co.

Chartered Accountants

FRN : 118424W

Noshir B Captain

Partner

M No. 009889

UDIN : 23009889BGWUWZ9650

Place : Mumbai

Date : 30th May 2023

For and on behalf of the Board of Directors

Vishram P Rudre

Managing Director

DIN 08564350

Vinay Kumar Ghuwalewala

Chief Financial Officer

Place : Mumbai

Date : 30th May 2023

Sudhakar B Tandale

Whole Time Director

DIN 09083084

Anil Jha

Company Secretary &

Compliance Officer

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

Figures in Lakhs (₹)

| Particulars | 31st March, 2023 | | 31st March, 2022 | |
|---|------------------|-------------------|------------------|-------------------|
| | ₹ | ₹ | ₹ | ₹ |
| A. Cash flow from operating activities | | | | |
| Net Profit / (Loss) before extraordinary items and tax | | 682.03 | | 320.22 |
| Adjustments for: | | | | |
| Depreciation and amortisation | 137.38 | | 142.36 | |
| Finance costs | 48.10 | | 13.81 | |
| Provision for gratuity | - | | - | |
| Bad Debts - Provision | - | | - | |
| Interest income | (185.55) | | (262.15) | |
| Actuarial Gain on Gratuity Provision | (0.37) | | 7.04 | |
| | | (0.45) | | (98.94) |
| Operating profit / (loss) before working capital changes | | 681.58 | | 221.28 |
| Changes in working capital: | | | | |
| Adjustments for (increase) / decrease in operating assets: | | | | |
| Inventories | 291.41 | | 95.31 | |
| Trade receivables | (2,452.14) | | (1,142.76) | |
| Short-term loans and advances | 425.21 | | (145.46) | |
| Other Current Assets | 21.79 | | (1.48) | |
| Other non-current assets | (919.25) | | (103.03) | |
| Adjustments for increase / (decrease) in operating liabilities: | | | | |
| Trade payables | 819.52 | | 2,256.39 | |
| Other current liabilities | (1,712.17) | | 2,740.17 | |
| Short-term provisions | (145.84) | | 11.41 | |
| Other Long Term Liabilities | - | | - | |
| Long-term provisions | 4.86 | (3,666.63) | 0.29 | 3,710.84 |
| Cash generated from operations | | (2,985.06) | | 3,932.13 |
| Net income tax (paid) / refunds | | - | | (79.28) |
| Net cash flow from / (used in) operating activities (A) | | (2,985.06) | | 3,852.85 |
| B. Cash flow from investing activities | | | | |
| Capital expenditure on fixed assets, including capital advances | (1.29) | | (4.31) | |
| Deferred Tax Assets created | 32.01 | | (6.72) | |
| Bank balances not considered as cash and cash equivalents | 389.45 | | (2,104.16) | |
| Interest received | 185.55 | | 263.15 | |
| Long term loans and advances | 894.99 | | 764.95 | |
| Non Current Investment | (45.98) | | (16.86) | |
| | | 1,454.72 | | (1,103.95) |
| Net cash flow from / (used in) investing activities (B) | | 1,454.72 | | (1,103.95) |
| C. Cash flow from financing activities | | | | |
| Increase / (Decrease) in long-term borrowings | (540.00) | | (494.00) | |
| Increase / (Decrease) in other short-term borrowings | 1,786.59 | | (1,191.56) | |
| Proceeds from issue of shares | - | | - | |
| Money Received Against Share Warrants | - | | - | |
| Addition to Non controlling Interest | - | | 0.26 | |
| Earlier years' adjustment in general reserve | (716.53) | | - | |
| Finance cost | (48.10) | | (13.81) | |
| Dividends paid | - | | - | |
| Tax on dividend | | | | |
| | | 481.96 | | (1,699.12) |
| Net cash flow from / (used in) financing activities (C) | | 481.96 | | (1,699.12) |

| | | |
|---|---------------|-----------------|
| Net increase / (decrease) in cash and cash equivalents (A+B+C) | (1,048.35) | 1,048.78 |
| Cash and cash equivalents at the beginning of the year | 1,552.92 | 504.14 |
| Effect of exchange differences on restatement of foreign currency cash and cash equivalents | | |
| Cash and cash equivalents at the end of the year | 504.56 | 1,552.92 |
| Cash and cash equivalents at the end of the year comprises: | | |
| (a) Cash on hand | 34.46 | 21.38 |
| (b) Balances with banks | | |
| (i) In current accounts | 469.35 | 1,530.47 |
| (iii) In deposit accounts with original maturity of less than 3 months | | |
| (iv) In earmarked accounts (unpaid dividend) | 0.75 | 1.07 |
| Total | 504.56 | 1,552.92 |

Notes :

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on Cash Flow Statements" prescribed by the Companies (Accounting Standard) Rules,2006.
- Previous year's figures have been regrouped/rearranged wherever necessary to conform to the current year's presentation.

In terms of our report attached.

For Chaturvedi Sohan & Co.

Chartered Accountants

FRN : 118424W

Noshir B Captain

Partner

M No. 009889

UDIN : 23009889BGWUWZ9650

Place : Mumbai

Date : 30th May 2023

For and on behalf of the Board of Directors

Vishram P Rudre

Managing Director

DIN 08564350

Vinay Kumar Ghuwalewala

Chief Financial Officer

Place : Mumbai

Date : 30th May 2023

Sudhakar B Tandale

Whole Time Director

DIN 09083084

Anil Jha

Company Secretary &

Compliance Officer

NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2023 NOTES TO ACCOUNTS

1 Significant Accounting Policies

a Company Overview

Niraj Cement Structurals Ltd. (“the Company”) is a Public Limited Company incorporated in India having its registered office at Mumbai, Maharashtra, India. The Company is engaged in infrastructural services.

b Statement of Compliance

The Company’s financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereof issued by Ministry of Corporate Affairs in exercise of the powers conferred by section 133 of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment. These financials statements have been approved for issue by the Board of Directors at their meeting held on 30th May 2023.

c Basis of Accounting

The Company maintains its accounts on accrual basis following historical cost convention, except for certain financial instruments that are measured at fair value in accordance with Ind AS. Fair value measurements are categorised as below based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company can access at measurement date;

Level 2 inputs are inputs, other than quoted prices included in level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the valuation of assets or liabilities.

Above level of fair value hierarchy are applied consistently and generally, there are no transfer between the level of the fair value hierarchy unless the circumstances changes warranting such transfers

d Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 (“the Act”). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 “Statement of Cash Flows”. The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

e Operating cycle for current and non-current classification

Operating cycle for the business activities of the company covers the duration of the specific project/contract/product line/service including the defect liability period wherever applicable and extends up to the realisation of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business.

f Use of judgement and estimates

The preparation of the financial statements in conformity with Ind AS requires management to make certain estimates, judgements and assumptions. These affect the application of accounting policies, the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the reporting date of the financial statements and reported amounts of income and expenses during the period. Accounting estimates could change from period to period and the actual results could differ from those estimates. These are reviewed by the management on an on-going basis and appropriate changes in estimates are made prospectively as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

The management believes that the estimates used in preparation of these financial statements are just, prudent and reasonable.

g Exceptional Items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and disclosed as such in the financial statements.

h Property, Plant and Equipment (PPE)

PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. PPE acquired on hire purchase basis are recognised at their cash values. Cost includes professional fees related to the acquisition of PPE and for qualifying assets, borrowing costs capitalised in accordance with the Company’s accounting policy.

Own manufactured PPE is capitalised at cost including an appropriate share of overheads. Administrative and other general overhead expenses that are specifically attributable to construction or acquisition of PPE or bringing the PPE to working condition are allocated and capitalised as a part of the cost of the PPE.

PPE not ready for the intended use on the date of the Balance Sheet are disclosed as “capital work-in-progress”. (Also refer to policy on leases, borrowing costs, impairment of assets and foreign currency transactions infra).

Depreciation is recognised using straight line method so as to write off the cost of the assets (other than freehold land and properties under construction) less their residual values over their useful lives specified in Schedule II to the Companies Act, 2013, or in the case of assets where the useful life was determined by technical evaluation, over the useful life so determined. Depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life/ residual value is accounted on prospective basis.

Where cost of a part of the asset (“asset component”) is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant part is determined separately and such asset component is depreciated over its separate useful life.

Depreciation on additions to/deductions from, owned assets is calculated pro rata to the period of use. Extra shift depreciation is provided on a location basis.

Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life. Assets acquired under finance leases are depreciated on a straight line basis over the lease term. Where there is reasonable certainty that the Company shall obtain ownership of the assets at the end of the lease term, such assets are depreciated based on the useful life adopted by the Company for similar assets.

Freehold land is not depreciated

Such classes of assets and their estimated useful lives are as under:

| Particulars of Assets | Useful Lives (In Years) |
|-------------------------------------|-------------------------|
| Plant and Machinery | 15 |
| Factory Premises and Weighbridge | 30 |
| Motor cars, Trucks and Dumpers etc. | 8 |
| Furniture and Other equipments | 10 |
| Office equipments | 5 |
| Computers | 3 |

The Company has a program of verification to cover all the items of fixed assets in a phased manner. Fixed assets were physically verified by the management during the year.

i Revenue Recognition

Ind AS 115: The objective of this Standard is to establish the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer.

Identifying the Contract

An entity shall account for a contract with a customer that is within the scope of this standard only when all of the following criteria are met:

- (a) the parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations;
- (b) the entity can identify each party's rights regarding the goods or services to be transferred;
- (c) the entity can identify the payment terms for the goods or services to be transferred;
- (d) the contract has commercial substance (i.e. the risk, timing or amount of the entity's future cash flows is expected to change as a result of the contract); and
- (e) it is probable that the entity will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, an entity shall consider only the customer's ability and intention to pay that amount of consideration when it is due. The amount of consideration to which the entity will be entitled may be less than the price stated in the contract if the consideration is variable because the entity may offer the customer a price concession.

Identifying Performance Obligation:

At contract inception, an entity shall assess the goods or services promised in a contract with a customer and shall identify as a performance obligation each promise to transfer to the customer either: (a) a good or service (or a bundle of goods or services) that is distinct; or 596 (b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

Satisfaction of performance obligations:

An entity shall recognise revenue when (or as) the entity satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

Performance obligations satisfied over time

When either party to a contract has performed, an entity shall present the contract in the balance sheet as a contract asset or a contract liability, depending on the relationship between the entity's performance and the customer's payment. An entity shall present any unconditional rights to consideration separately as a receivable.

Measurement

When (or as) a performance obligation is satisfied, an entity shall recognise as revenue the amount of the transaction price (which excludes estimates of variable consideration) that is allocated to that performance obligation.

Determining the transaction price

An entity shall consider the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, some sales taxes). The consideration promised in a contract with a customer may include fixed amounts, variable amounts, or both.

j Investments:

Under Ind AS, these financial assets have been classified as Fair Value through Profit or Loss (FVTPL) on the date of transition and fair value changes after the date of transition has been recognised in profit or loss.

k Fair value measurement :

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties.

The following methods and assumptions were used to estimate the fair values:

- (a) Fair value of current assets which includes loans given, cash and cash equivalents, other bank balances and other financial assets - approximate their carrying amounts.
- (b) Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

I Borrowings

Borrowing costs include interest expense calculated using the effective interest method, finance charges in respect of assets acquired on finance lease and exchange differences arising on foreign currency borrowings to the extent they are regarded as an adjustment to interest costs.

Borrowing costs net of any investment income from the temporary investment of related borrowings that are attributable to the acquisition, construction or production of a qualifying asset are capitalised / inventoried as part of cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised in Profit or Loss in the period in which they are incurred.

m Financial Instruments

Financial assets and/or financial liabilities are recognised when the company becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction values and where such values are different from the fair value, at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such financial assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Profit or Loss.

In case of funding to subsidiary companies in the form of interest free or concession loans and preference shares, the excess of the actual amount of the funding over initially measured fair value is accounted as an equity investment.

A financial asset and a financial liability is offset and presented on net basis in the balance sheet when there is a current legally enforceable right to set-off the recognised amounts and it is intended to either settle on net basis or to realise the asset and settle the liability simultaneously.

(i) Financial Assets

(A) All recognised financial assets are subsequently measured in their entirety either at amortised cost or at fair value depending on the classification of the financial assets as follows:

(i) Investments in debt instruments that are designated as fair value through profit or loss (FVTPL) - at fair value.

(ii) Investments in debt instruments that meet the following conditions are subsequently measured at - at amortised cost (unless the same designated as fair value through profit or loss):

The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and

The contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Investment in debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income [FVTOCI] (unless the same are designated as fair value through profit or loss)

The asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and

The contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iv) Debt instruments at FVTPL is a residual category for debt instruments, if any, and all changes are recognised in profit or loss.

(v) Investment in equity instruments issued by subsidiary, associate and joint venture companies are measured at cost less impairment.

(vi) Investment in preference shares of the subsidiary companies are treated as equity instruments if the same are convertible into equity shares or are redeemable out of the proceeds of equity instruments issued for the purpose of redemption of such investments. Investment in preference shares not meeting the aforesaid conditions are classified as debt instruments at FVTPL.

(vii) Investments in equity instruments are classified as at FVTPL, unless the related instruments are not held for trading and the Company irrevocably elects on initial recognition to present subsequent changes in fair value in Other Comprehensive Income.

(B) For financial assets that are measured at FVTOCI, income by way of interest and dividend, provision for impairment and exchange difference, if any, (on debt instrument) are recognised in profit or loss and changes in fair value (other than on account of above income or expense) are recognised in other comprehensive income and accumulated in other equity. On disposal of debt instruments at FVTOCI, the cumulative gain or loss previously accumulated in other equity is reclassified to profit or loss. In case of equity instruments at FVTOCI, such cumulative gain or loss is not reclassified to profit or loss on disposal of investments.

(C) A financial asset is primarily derecognised when:

- (i) the right to receive cash flows from the asset has expired, or
- (ii) the company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety, the difference between the carrying amounts measured at the date of derecognition and the consideration received is recognised in Profit or Loss.

(D) Impairment of financial assets: The Company recognises impairment loss on trade receivables using expected credit loss model, which involves use of a provision matrix constructed on the basis of historical credit loss experience as permitted under Ind AS 109. Impairment loss on investments is recognised when the carrying amount exceeds its recoverable amount.

(ii) Financial Liabilities

(i) Financial liabilities, including derivatives and embedded derivatives, which are designated for measurement at FVTPL are subsequently measured at fair value. Financial guarantee contracts are subsequently measured at the amount of impairment loss allowance or the amount recognised at inception net of cumulative amortisation, whichever is higher. All other financial liabilities including loans and borrowings are measured at amortised cost using Effective Interest Rate (EIR) method.

(ii) A financial liability is derecognised when the related obligation expires or is discharged or cancelled.

n Inventories

Inventories are valued after providing for obsolescence, as under:

- (i) Raw materials, components, construction materials, stores, spares and loose tools at lower of weighted average cost or net realisable value. However, these items are considered to be realisable at cost if the finished products in which they will be used, are expected to be sold at or above cost.
- (ii) Manufacturing work-in-progress at lower of weighted average cost including related overheads or net realisable value. In some cases, manufacturing work-in-progress are valued at lower of specifically identifiable cost or net realisable value. In the case of qualifying assets, cost also includes applicable borrowing costs vide policy relating to borrowing costs.
- (iii) Finished goods and stock-in-trade (in respect of goods acquired for trading) at lower of weighted average cost or net realisable value. Cost includes related overheads and GST paid/payable on such goods.
- (iv) Completed property/work-in-progress (including land) in respect of property development activity at lower of specifically identifiable cost or net realisable value.

Assessment of net realisable value is made at each reporting period end and when the circumstances that previously caused inventories to be written-down below cost no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the write-down, if any, in the past period is reversed to the extent of the original amount written-down so that the resultant carrying amount is the lower of the cost and the revised net realisable value.

o Cash and Bank Balances

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term and liquid investments being subject to more than insignificant risk of change in value, are not included as part of cash and cash equivalents.

p Securities Premium Account

Securities premium includes:

- (i) The difference between the face value of the equity shares and the consideration received in respect of shares issued.
- (ii) The issue expenses of securities which qualify as equity instruments are written off against securities premium account.

q Employee Benefits

(i) Short Term Employee Benefits

Employee benefits such as salaries, wages, short term compensated absences, expected cost of bonus, ex-gratia and performance-linked rewards falling due wholly within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service.

(ii) Post Employment Benefits

(a) Defined contribution plans: The Company's superannuation scheme, state governed provident fund scheme, employee state insurance scheme and employee pension scheme are defined contribution plans. The contribution paid/payable under the schemes is recognised during the period in which the employee renders the related service.

(b) Defined Benefit Plans: The employees' gratuity fund schemes and employee provident fund schemes managed by board of trustees established by the Company, the post-retirement medical care plan and the Company pension plan represent defined benefit plans. The present value of the obligation under defined benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows using a discount rate based on the market yield on government securities of a maturity period equivalent to the weighted average maturity profile of the defined benefit obligations at the Balance Sheet date.

Re-measurement, comprising actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability or asset) and any change in the effect of asset ceiling (if applicable) is recognised in other comprehensive income and is reflected in retained earnings and the same is not eligible to be reclassified to profit or loss. Defined benefit costs comprising current service cost, past service cost and gains or losses on settlements are recognised in the Statement of Profit and Loss as employee benefits expense. Interest cost implicit in defined benefit employee cost is recognised in the Statement of Profit and Loss under finance cost. Gains or losses on settlement of any defined benefit plan are recognised when the settlement occurs. Past service cost is recognised as expense at the earlier of the plan amendment or curtailment and when the company recognises related restructuring costs or termination benefits.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

(iii) Long Term Employee benefits

The obligation recognised in respect of long term benefits such as compensated absences, long service award etc. is measured at present value of estimated future cash flows expected to be made by the Company and is recognised in a similar manner as in the case of defined benefit plans vide (ii)(B) supra. Long term employee benefit costs comprising current service cost and gains or losses on curtailments and settlements, re-measurements including actuarial gains and losses are recognised in the Statement of Profit and Loss as employee benefit expenses. Interest cost implicit in long term employee benefit cost is recognised in the Statement of Profit and Loss under finance cost.

(iv) Terminal Benefits

Termination benefits such as compensation under employee separation schemes are recognised as expense when the Company's offer of the termination benefit is accepted or when the Company recognises the related restructuring costs whichever is earlier.

r Taxes on Income

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments/appeals.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Company's financial statements and the corresponding tax bases used in computation of taxable profit and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax liabilities are generally recognised for all taxable temporary differences including the temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are generally recognised for all taxable temporary differences to the extent that is probable that taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets relating to unabsorbed depreciation/business losses/losses under the head "capital gains" are recognised and carried forward to the extent of available taxable temporary differences or where there is convincing other evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities.

Transaction or event which is recognised outside Profit or Loss, either in Other Comprehensive Income or in equity, is recorded along with the tax as applicable.

s Accounting for Joint Ventures :

The company has booked turnover and related cost of Joint Venture entities and partners in its books of account. However, the whole projects have been handled by Joint Venture Partners / Entities and related GST and TDS complied by Joint Venture Partners/ Entities.

t Leases

Ind AS 116 – Leases which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract and replaces the previous standard on leasing, Ind AS 17 – Leases. Ind AS 116 eliminates the classification of leases for the lessee as either operating leases or finance leases as required by Ind AS 17 and instead, introduces a single lessee accounting model whereby a lessee is required to recognise assets and liabilities for all leases with a term that is greater than 12 months, unless the underlying asset is of low value, and to recognise depreciation of leased assets separately from interest on lease liabilities in the income statement.

The accounting by lessors under the new standard is substantially unchanged from today's accounting in Ind AS 17. Lessors classify all leases using the same classification principle as in IAS 17 and distinguish between two types of leases: operating and finance leases. For operating leases, lessors continue to recognize the underlying asset. For finance leases, lessors derecognize the underlying asset and recognize a net investment in the lease similar to today's requirements. Any selling profit or loss is recognized at lease commencement.

u Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised only when

- (i) the Company has a present obligation (legal or constructive) as a result of a past event; (ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- (ii) a reliable estimate can be made of the amount of the obligation.

Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is the present value of those cash flows. Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is

virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of:

- (i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and
- (ii) a present obligation arising from past events, when no reliable estimate is possible. Contingent assets are disclosed where an inflow of economic benefits is probable.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision.

v Statement of Cash Flows

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method, adjusting the profit before tax excluding exceptional items for the effects of:

- (i) changes during the period in inventories and operating receivables and payables transactions of a non-cash nature;
- (ii) non-cash items such as depreciation, provisions, unrealised foreign currency gains and losses; and
- (iii) all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as at the date of Balance Sheet.

Note : 2
Property, Plant and Equipment
Figures in Lakhs (₹)

| Sr No | Name of assets | Life Rate | GROSS BLOCK | | During the Period | | GROSS BLOCK | | Depreciation | | | | | | | NET BLOCK | |
|-------|-------------------------------------|-----------|-----------------|-----------------|-------------------|-------|-----------------|-----------------|---------------|--------------------|----------------------|--------------------------|------------------|-------------------------|-----------------|---------------|---------------|
| | | | As on | 01.04.2022 | Additions | Sales | As on | 31.03.2023 | Upto | On Opening Balance | On Additions & Sales | Total Dep for the period | Deletion on Sale | Short Dep. of past yrs. | Upto | As on | As on |
| 1 | Plant and Machinery | 15 Yrs | 2,484.89 | 2,484.89 | | | 2,484.89 | 1,715.41 | 111.66 | | 111.66 | | | | 1,827.08 | 769.48 | 657.81 |
| 2 | Factory Premises and Weighbridge | 30 | 49.58 | 49.58 | | | 49.58 | 23.60 | 1.10 | | 1.10 | | | | 24.71 | 25.98 | 24.87 |
| 3 | Motor cars, Trucks and dumpers, etc | 10 | 191.78 | 191.78 | | | 191.78 | 171.52 | 11.97 | | 11.97 | | | | 183.49 | 20.26 | 8.29 |
| 4 | Furniture and Other equipments | 8 | 311.23 | 311.23 | | | 311.23 | 285.10 | 10.00 | | 10.00 | | | | 295.10 | 26.13 | 16.13 |
| 5 | Office equipments | 5 | 59.94 | 59.94 | 0.02 | | 59.96 | 59.35 | 0.61 | 0.00 | 0.61 | | | | 59.96 | 0.59 | - |
| 6 | Computers | 3 | 58.53 | 58.53 | 1.28 | | 59.81 | 54.44 | 1.78 | 0.25 | 2.03 | | | | 56.48 | 4.09 | 3.33 |
| | Grand Total | | 3,155.95 | 3,155.95 | 1.29 | | 3,157.24 | 2,309.43 | 137.12 | 0.26 | 137.38 | | | | 2,446.81 | 846.52 | 710.44 |

Note : 3

Non- Current Investments

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--|--|--|
| (A) Non Trade Investments- Quoted | | |
| 1 4100 Equity Shares of Canara Bank | 11.66 | 9.34 |
| 2 Investments under Portfolio Management Scheme | 84.56 | 40.91 |
| Sub Total (A) | 96.23 | 50.24 |
| (B) Non Trade Investments- Un Quoted | | |
| 1 National Saving Certificates | 0.24 | 0.24 |
| 2 13,500 unsecured debentures of Rs.10,000/- each (Interest @ 8% per annum) | 1,350.00 | 1,350.00 |
| Sub Total (B) | 1,350.24 | 1,350.24 |
| Total Non Current Investments | 1,446.46 | 1,400.48 |

Disclosure

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|----------------------------|--|--|
| Unquoted Investment | | |
| Book Value | 0.24 | 0.24 |
| Quoted Investment | | |
| Cost | 155.06 | 70.49 |
| Market Value | 96.23 | 50.24 |

Note : Investment have been classified as Fair Value through Profit or Loss (FVTPL) on the date of transaction and fair value changes after the date of transaction have been recognised in Profit or Loss.

Note : 4

Long Term Loans and Advances (Unsecured, considered good unless stated otherwise)

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---|--|--|
| Loan to subsidiary | | |
| Loan to Niraj Consulting Group Limited - Subsidiary Company | - | - |
| Other Loans and Advances | | |
| i Other / Site Advances | 52.21 | 51.93 |
| ii Long Term Advances against Bank Guarantee | 144.22 | 1,039.40 |
| Total Long Term Loans and Advances | 196.43 | 1,091.43 |

Note : 5

Other Non Current Assets

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---|--|--|
| i Security Deposits | 711.79 | 333.20 |
| ii Balances with government authorities | | |
| (a) Income tax (net of provision) (Refer note 35) | 1,833.72 | 1,475.09 |
| (b) GST & Others (Refer Note 35) | 262.60 | 80.57 |
| Total Other Non Current Assets | 2,808.11 | 1,888.86 |

Note: 6

Deferred Tax Assets

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---|--|--|
| Timing difference for the current year - (Liabilities) / Assets | 32.01 | 8.71 |
| Deferred tax (Liabilities) / Assets -Opening Balance | 15.16 | 6.45 |
| Total Deffered Tax Assets | 47.17 | 15.16 |

Note : 7

Inventories (As taken, valued and certified by management)

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|------------------|--|--|
| Work-in-progress | 265.86 | 557.27 |
| Total | 265.86 | 557.27 |

Note : 8

Trade Receivables (Unsecured considered good, unless stated otherwise) (refer note 38)

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---|--|--|
| (i) Outstanding for a period over six months from the due date | | |
| Considered Good | 4,740.17 | 4,086.20 |
| Considered Doubtful | 716.53 | 240.19 |
| Less: Expected Credit Loss | (716.53) | (240.19) |
| | 4,740.17 | 4,086.20 |
| (ii) Others | | |
| Considered Good | 5,465.93 | 3,667.75 |
| Considered Doubtful | | - |
| Total Receivables | 10,206.10 | 7,753.95 |

Note : Trade receivables outstanding for over six months are slow moving and are subject to the outcome of arbitration and/or reconciliation proceedings arising out of various Contractual obligations and are considered good and realisable by Management.

Figures in Lakhs (₹)

| Particulars | Outstanding for a period | | | | | Amount Rs. |
|--|--------------------------|--------------------|-------------------|--------------------|-------------------|------------------|
| | Less than 6 Months | 6 Months to 1 Year | 1 year to 2 Years | 2 Years to 3 Years | More Than 3 Years | Total |
| Year ended March 2023 | | | | | | |
| Undisputed Trade Receivables - Considered Good | 5,465.93 | 1928.57 | 1,157.48 | 639.29 | - | 9,191.27 |
| Undisputed Trade Receivables - Considered Doubtful | - | - | - | - | - | - |
| Disputed Trade Receivable - Considered Good | - | - | - | - | 298.30 | 298.30 |
| Disputed Trade Receivable - Considered Doubtful | - | - | - | - | 716.53 | 716.53 |
| Total Receivables | 5,465.93 | 1928.57 | 1,157.48 | 639.29 | 1,014.83 | 10,206.10 |
| Year ended March 2022 | | | | | | |
| Undisputed Trade Receivables - Considered Good | 3,667.75 | 434.64 | 952.08 | 653.53 | - | 5,708.01 |
| Undisputed Trade Receivables - Considered Doubtful | - | - | - | - | - | - |
| Disputed Trade Receivable Considered Good | - | - | - | - | 1,805.75 | 1,805.75 |
| Disputed Trade Receivable - Considered Doubtful | - | - | - | - | 240.19 | 240.19 |
| Total Receivables | 3,667.75 | 434.64 | 952.08 | 653.53 | 2,045.94 | 7,753.95 |

Note : 9

Cash & Bank Balances

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--|---|---|
| a Cash & Cash Equivalents | | |
| i Balances with Bank In Current Accounts | 469.35 | 1,530.47 |
| ii Cash in Hand | 34.46 | 21.38 |
| Sub Total (a) | 503.81 | 1,551.85 |
| b Other Bank Balances | | |
| i Deposits- Margin money (Refer note below) having maturity period up to 12 months | 1,776.60 | 2,166.05 |
| ii Earmarked Balances (unpaid dividend accounts) | 0.75 | 1.07 |
| Sub Total (b) | 1,777.36 | 2,166.12 |
| Total | 2,281.16 | 3,718.96 |

Note : Deposits- Margin money with bank represents balance in Fixed deposit accounts with bank 'having fixed maturity period, subject to renewal as per requirement to be a security.

Note : 10

Figures in Lakhs (₹)

Short term Loans and (Unsecured, considered good unless stated otherwise)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---|--|--|
| Site Advances (refer note no.38) | 9,034.91 | 9,606.73 |
| Less: Expected Credit Loss | 461.00 | 200.00 |
| | 8,573.91 | 9,406.73 |
| Staff Advances | 23.82 | 34.89 |
| Advances to creditors (refer note no.38) | 1,562.30 | 1,178.93 |
| Interest Receivable | 201.20 | 165.91 |
| Disputed Payments against Contracts (Refer Note 34) | 3,178.66 | 3,178.66 |
| Total | 13,539.90 | 13,965.11 |

The Company recognises the Expected Credit Loss (ECL) model for the financial assets which are not fair value through Profit and Loss Account.

Note : 11

Other Current Assets

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|-------------------|--|--|
| Pre Paid Expenses | 2.28 | 24.07 |
| Total | 2.28 | 24.07 |

Note : 12

Share Capital

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--|--|--|
| Authorised 4,20,00,000 Equity Shares of Rs. 10/- each | 4,200.00 | 4,200.00 |
| Issued, Subscribed and Paid up 4,01,55,300 Equity Shares of Rs. 10/- each fully paid up | 4,015.53 | 4,015.53 |
| Share Forfeiture Account | 295.50 | 295.50 |
| Total | 4,311.03 | 4,311.03 |

Note :

- Company has not made any non cash allotment/ Bonus issue nor bought back any share during the last five years.
- None of shareholder(s) of Company is it's holding company, ultimate holding company, subsidiaries, associates of the holding company or associates of the ultimate holding company for current year and/or previous year.
- There are no unpaid calls from any director or officers of the company for current and previous year.

Terms / Rights attached to equity shares :

i Voting :

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.

ii Liquidation :

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive all of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iii Dividend:

The Board of Directors do not propose dividend for financial year 2022-23

Figures in Lakhs (₹)

Disclosure relating to shareholder holding more than 5%

(Previous years figure shown in brackets)

| Sr. no | Name of Shareholder | | No. of Shares held | % of Holding |
|--------|---|------------------------------|----------------------|-----------------|
| i | Bylan-Niraj Infra Project Private Limited | Current Year | 1,00,00,000 | 24.90% |
| | | (Previous Year) | (1,00,00,000) | (24.90%) |
| ii | Gulshan Vijaykumar Chopra | Current Year | 39,40,946 | 9.81% |
| | | (Previous Year) | (39,40,946) | (9.81%) |
| iii | Dileep Kumar Singh | Current Year | 43,47,103 | 10.86% |
| | | (Previous Year) | (43,21,631) | (10.61%) |
| iv | Chem Logistic & Infra Pvt Ltd | Current Year | 88,97,708 | 22.15% |
| | | (Previous Year) | (88,97,708) | (22.15%) |
| | | Total Current Year | 2,71,85,757 | 67.70% |
| | | Total (Previous Year) | (2,71,60,285) | (67.64%) |

Details of Promoters' share holding at the end of the Year

| Sr.No. | Name of the Promoter | 2022-23 | | 2021-22 | | Movement during the Year |
|--------|-------------------------|-------------------|------|-------------------|------|--------------------------|
| | | No of Shares Held | % | No of shares Held | % | |
| 1 | Mr.Gulshan Chopra | 39,40,946 | 9.81 | 39,40,946 | 9.81 | - |
| 2 | Ms. Aishwarya G Chopra | 15,00,000 | 3.73 | 15,00,000 | 3.73 | - |
| 3 | Mrs. Pooja G Chopra | 15,00,027 | 3.73 | 15,00,027 | 3.73 | - |
| 4 | Mr. Siddhanth G Chopra | 15,00,000 | 3.73 | 15,00,000 | 3.73 | - |
| 5 | Mr. Vijaykumar R Chopra | 6,86,551 | 1.70 | 6,86,551 | 1.70 | - |
| 6 | Mrs. Asha V Chopra | 6,13,300 | 1.52 | 6,13,300 | 1.52 | - |

Reconciliation of number and amount of equity shares

Figures in Lakhs (₹)
Previous years' figures are shown in brackets

| Particulars | As at 31 st March 2022 | |
|--|-----------------------------------|-----------------|
| | No. of Shares | Amount in ₹ |
| Opening Balance | 4,01,55,300 | 4,015.53 |
| (previous year) | 4,01,55,300 | 4,015.53 |
| Add: Preferential issue during the year | - | - |
| (previous year) | - | - |
| Less: Redeemed/ buy back during the year | - | - |
| (previous year) | - | - |
| Total (Current year) | 4,01,55,300 | 4,015.53 |
| Total (Previous year) | 4,01,55,300 | 4,015.53 |

Note : 13 Other Equity

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---|--|--|
| a) Profit and Loss Account | | |
| Opening Balance | - | - |
| Add : Profit during the year transferred | 432.28 | 249.97 |
| Less : Transferred to General Reserves | 424.83 | 251.48 |
| Less: Transferred to Non Controlling Interest | (7.45) | (1.52) |
| Closing Balance | - | - |
| b) Securities Premium Account | | |
| Opening Balance | 9,700.95 | 9,700.95 |
| Add : Additions during the year | - | - |
| Closing Balance | 9,700.95 | 9,700.95 |
| c) General Reserve | | |
| Opening Balance | 3,926.74 | 3,675.26 |
| Add : Transfer from P & L A/c | 424.83 | 251.48 |
| Less : Earlier years adjustment | (716.53) | - |
| d) Non Controlling Interest | 3,635.04 | 3,926.74 |
| Opening Balance | (1.27) | - |
| Additions during the Year | 7.45 | 0.26 |
| Add: Profit /(Loss) | - | (1.52) |
| Closing Balance | 6.19 | (1.27) |
| Total | 13,342.14 | 13,626.42 |

Note : 14 Long Term Borrowings

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--|--|--|
| Secured | | |
| i Term Loan - From Bank | - | - |
| ii Term Loan - Others (refer note below) | 25.32 | 540.00 |
| Total | 25.32 | 540.00 |

In published financial results (a) loan to subsidiary was not knocked off and (b) minority's share of profit was not included in minority interest, while preparing financial statements the said apparent mistakes are rectified and effects were given. There is no impact on overall profits of the company of the said adjustments on profits disclosed.

Note : 15 Long Term Provisions

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--|--|--|
| (a) Provision for employee benefits Gratuity (unfunded) | 28.33 | 23.47 |
| Total | 28.33 | 23.47 |

Note : 16 Short Term Borrowings

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--|--|--|
| Secured | | |
| i) Bank Overdraft / Cash credit (refer note (i) below) | 172.68 | 86.09 |
| ii) Short Term Borrowings from Financial Institution (Refer Note (ii) Below) | 2,420.00 | 300.00 |
| iii) Current Maturity Of Long Term Borrowing | - | 420.00 |
| Total | 2,592.68 | 806.09 |

- i) Overdraft / Cash credit loan from ICICI Bank Ltd.
- ii) The above facility from Capsave Finance Private Limited is secured by unconditional and irrevocable bank guarantees from subcontractors of the company, duly assigned in favour of financial institution and personal guarantee of Mr. Gulshan Chopra.

Note : 17

Trade Payables

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|-----------------------------------|--|--|
| Sundry Creditors (Refer Note 38) | 3,853.29 | 3,033.78 |
| Total | 3,853.29 | 3,033.78 |

In absence of complete information from the vendors with regards to their registration (filling of Memorandum) under The Micro, Small and Medium Enterprises Development Act, 2006. (27 of 2006), the Company is unable to compile the full information required to be disclosed herein under section 22 of the said Act.

| Particulars | Less than 1 Year | 1 year to 2 Years | 2 year to 3 Years | 3 Years and above | Total |
|------------------------------|---------------------|----------------------|----------------------|----------------------|-----------------|
| As at 31st March 2023 | | | | | |
| MSME | - | - | - | - | - |
| Others | 3,852.96 | - | 0.33 | - | 3,823.29 |
| Disputed - MSME | - | - | - | - | - |
| Disputed Others | - | - | - | - | - |
| Total | 3,852.96 | - | 0.33 | - | 3,823.29 |
| As at 31st March 2022 | | | | | |
| MSME | - | - | - | - | - |
| Others | 2,874.99 | 65.41 | 27.36 | 65.02 | 3,033.78 |
| Disputed - MSME | - | - | - | - | - |
| Disputed Others | - | - | - | - | - |
| Total | 2,874.99 | 65.41 | 27.36 | 65.02 | 3,033.78 |

Note : 18 Other Current Liabilities

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--|--|--|
| Unpaid dividends | 0.76 | 1.07 |
| Security Deposit | 11.00 | 8.00 |
| Advances against Subcontractor | 3,761.12 | 2,856.21 |
| Statutory dues payable (Refer note 39) | 73.34 | 175.64 |
| Disputed Contract Receipts (Refer Note 34) | 3,285.55 | 5,792.01 |
| Total | 7,121.79 | 8,833.92 |

Note : 19 Short Term Provisions

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---------------------------------|--|--|
| Gratuity (short term) | 4.66 | 1.09 |
| Income Tax AY 23-24 (Provision) | 250.00 | - |
| Income Tax AY 22-23 | - | 86.00 |
| Total | 254.66 | 87.09 |

Note : 20

Revenue from Operations

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---------------------------------|--|--|
| Contract Receipt | 21,332.49 | 10,703.57 |
| Contract Receipt Joint Ventures | 37,917.57 | 23,776.41 |
| Other Operative revenues | 1,361.90 | 1,161.33 |
| Total | 60,611.97 | 35,641.31 |

Note : 21

Other Income

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--------------------------------------|--|--|
| Interest on Bank Deposits | 71.84 | 139.78 |
| Interest Income From Debentures | 108.00 | 108.00 |
| Processing Fees & Other Charges | 213.57 | 145.82 |
| Interest Refund on Income Tax Refund | 5.72 | - |
| Unrealised Gain on Investment | 5.82 | 18.20 |
| Profit on Sale of Investment | - | - |
| Total | 404.94 | 411.80 |

Note : 22

Construction and Other Direct Operating Expenses

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|----------------------------------|--|--|
| Materials | 674.15 | 116.99 |
| Joint Venture Expenses | 37,917.57 | 23,985.11 |
| Sub Contracting Charges | 19,838.13 | 10,328.39 |
| Transport Charges | 2.08 | 16.34 |
| Electricity Charges | 5.60 | 6.58 |
| Duties and Taxes | - | - |
| Factory & Miscellaneous Expenses | 0.82 | 0.82 |
| Water Charges | 2.38 | 3.77 |
| Total | 58,439.91 | 34,458.01 |

Disclosure for value of Imported and Indigenous Raw materials and spare parts and components and consumed and % thereof - Rs NIL (Previous Year Rs NIL)

Note : 23

Changes in Inventories of Work-in Progress

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---|--|--|
| Closing stock | 265.86 | 532.27 |
| Opening stock | 532.27 | 652.57 |
| Changes in Inventories of Work-in Progress | 266.41 | 120.31 |

Note : 24

Employee Benefits Expenses

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--|--|--|
| Salaries | 94.28 | 73.94 |
| Contributions to Provident fund / Gratuity | 8.62 | 4.42 |
| Staff welfare expenses | 34.18 | 9.00 |
| Total | 137.08 | 87.36 |

Disclosure as per Accounting Standards AS 15

Defined Contribution plan : Company contribution to Provident Fund is charged to the profit and loss account of the year when the contributions to the respective fund are due.

Defined Benefit Plan : Gratuity liabilities are provided for based on actuarial valuation. The actuarial valuation is done on Projected Unit Credit Method.

Actuarial gains or losses are recognized immediately in the statements of the profit and loss account as income or expense.

The assumptions, workings based on which gratuity liability is recognized and provided/reversed for is as below :

A) Assumptions

| Particulars | Details |
|--|---------------------|
| Discount rate | 7.16% |
| Salary escalation rate | 10% |
| Rate of return (expected) on plan assets | NIL As No Fund |
| Withdrawal/Attrition rate | 5% |
| Benefits | As per Gratuity Act |
| Expected average remaining service | 8.43 |
| Retirement age : | 58 Years |

B) Amounts to be recognized in the balance sheet:

Figures in Lakhs (₹)

| Particulars | Amount (Rs.) |
|---|--------------|
| PVO at the end of the year | 32.41 |
| Fair value Plan assets at the end of the year | - |
| Funded status | (32.41) |
| Unrecognised actuarial Gain/(Loss) | - |
| Net Assets /(Liabilities) | (32.41) |

C) Expense recognized in the statement of Profit and Loss:

Figures in Lakhs (₹)

| Particulars | Amount (Rs.) |
|---|--------------|
| Current Service Cost | 6.20 |
| Interest Cost | 1.68 |
| Expected Return on Plan Assets | - |
| Net Actuarial Gain/(Loss) recognized for the year | - |
| Expense/(income) to be recognized in the statement of Profit and Loss | 7.88 |

D) Movements in the Liability recognized in Balance Sheet :

Figures in Lakhs (₹)

| Particulars | Amount (Rs.) |
|---|--------------|
| Opening Net Liability | 24.56 |
| Expenses/(reversal of earlier provision) as above | 7.88 |
| Contribution paid | - |
| Other Comprehensive Income | (0.04) |
| Closing Net Liability | 32.41 |
| Closing Current Liability | 4.65 |
| Closing Non Current Liability | 27.75 |

Note : 25 Finance Costs

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|-------------------|--|--|
| Interest Expenses | 47.79 | 12.86 |
| Bank Charges | 0.30 | 0.94 |
| Total | 48.10 | 13.81 |

Note : 26 Other Expenses

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---|--|--|
| Advertisement & Sales Promotion | 6.04 | 2.28 |
| Auditor's Remuneration | 12.25 | 12.75 |
| Conveyance | 6.56 | 4.64 |
| Directors Sitting Fees | 0.99 | 0.99 |
| Donation | 2.17 | 2.20 |
| Insurance | 46.21 | 15.16 |
| Membership & Subscription | 22.61 | 58.20 |
| Postage, Telegram & Courier | 1.16 | 0.97 |
| Printing and Stationery | 3.83 | 1.98 |
| Professional Charges | 182.13 | 127.89 |
| Rent Rates and Property Tax | 30.69 | 29.89 |
| Registration, Tender Fees, Listing Fees & Legal Charges | 4.15 | 7.01 |
| Repairs and Maintenance -Others | 448.55 | 153.27 |
| Security Charges | 11.58 | 6.49 |
| Telephone /Fax Charges | 2.08 | 2.27 |
| Traveling Expenses | 50.28 | 32.53 |
| Other Miscellaneous Expenses | 0.29 | 0.24 |
| Preliminary Expenses written off | 0.06 | 0.15 |
| Sundry Balances Written Off/write Back | - | 2.53 |
| Late Payment Fees | 13.39 | 9.38 |
| Total | 845.01 | 470.84 |

Note : 27 Disclosures of details of Auditors Remuneration:

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|------------------------------|--|--|
| Statutory Audit fees | 12.25 | 12.75 |
| Income Tax Audit fees | - | - |
| Certification and other fees | - | - |
| Total | 12.25 | 12.75 |

Note : 28 Disclosures of details of Managerial remuneration:

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|-------------------------|--|--|
| Salaries & Allowance | 6.95 | 5.26 |
| Director's Sitting Fees | 0.99 | 0.99 |
| Total | 7.94 | 6.25 |

Note : 29 Disclosure of earning and expenditure in foreign currency

Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|---|--|--|
| Earning in foreign currency | Nil | Nil |
| Total | Nil | Nil |
| Expenditure in foreign currency Travelling Expenses | Nil | Nil |
| Total | Nil | Nil |

Note : 30 Disclosure of Foreign currency dividend remittances :

Figures in Lakhs (₹)

| Sr. No | Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--------|----------------------------------|--|--|
| 1 | Dividend Remittance | Nil | Nil |
| 2 | No. of Non-Resident Shareholders | 62 | 53 |

Note: 31 Disclosure of Transactions with Related Parties

Disclosure of transactions with related parties as required by Ind AS 24 issued by the Institute of Chartered Accountants of India are as follows

| Particulars of Joint Ventures and /or entities and/or concerns where control exists | NAME OF PARTY |
|---|--------------------------------|
| Jointly Controlled Operations | Niraj - SCPL JV |
| | Niraj - Mahavir JV |
| | RKD - Niraj JV |
| | Niraj - SMIPL JV |
| | Niraj - Patel JV |
| | Niraj - Babul Nath JV |
| | NSR JV |
| | Niraj - Shivsai JV |
| | Niraj - Jandu JV |
| | Niraj - Azamul Hoque JV |
| Subsidiary Company | Niraj Consulting Group Limited |

| Key Management Personnel | | | |
|---------------------------------|-----------------------------|------------------------------|---------------------------------|
| Sr. No. | Name of the Personnel | Role in the Company | Remark |
| 1 | Mr. Vinay Kumar Ghuwalewala | Chief Financial Officer | Appointed on 16th May 2022 |
| 2 | Mr. Kumar Anil Radheshyam | Additional Managing Director | Resigned on 5th September, 2022 |

The above information has been determined to the extent such parties have been identified on the basis of information provided by the Company which has been relied upon by the auditors

Disclosure of related parties transactions as per IndAS-24 Financial Year 2022-23 Figures in Lakhs (₹)

| Transactions during the year | Name of the Party | Kay Managerial Personnel | Relatives of the key Managerial Personnel | Associates & JV / Subsidiary Company | Associates in which key Managerial personnel may have significant Interest |
|---|--------------------------------|--------------------------|---|--------------------------------------|--|
| Contract Receipts | Niraj - SCPL JV | | | 190.06 | |
| | Niraj - Mahavir JV | | | 1,552.91 | |
| | RKD - Niraj JV | | | 2,055.76 | |
| | Niraj - SMIPL JV | | | 291.18 | |
| | Niraj - Patel JV | | | 7,325.16 | |
| | Niraj - Babul Nath JV | | | 10,679.79 | |
| | NSR JV | | | 408.50 | |
| | Niraj - Shivsai JV | | | 612.95 | |
| | Niraj - Jandu JV | | | 14,469.77 | |
| | Niraj - Azamul Hoque JV | | | 331.49 | |
| Managerial Remuneration | Mr. Vishram Rudre | 3.05 | | | |
| | Mr. Sudhakar Tambe | 2.81 | | | |
| Sub Contracting Charges | Niraj - SCPL JV | | | 190.06 | |
| | Niraj - Mahavir JV | | | 1,552.91 | |
| | RKD - Niraj JV | | | 2,055.76 | |
| | Niraj - SMIPL JV | | | 291.18 | |
| | Niraj - Patel JV | | | 7,325.16 | |
| | Niraj - Babul Nath JV | | | 10,679.79 | |
| | NSR JV | | | 408.50 | |
| | Niraj - Shivsai JV | | | 612.95 | |
| | Niraj - Jandu JV | | | 14,469.77 | |
| | Niraj - Azamul Hoque JV | | | 331.49 | |
| Salaries and Allowances | Mr. Anil Jha | 4.45 | | | |
| | Mr. Vinay Kumar Ghuwalewala | 12.00 | | | |
| Accounts Receivable | Niraj - Mahavir JV | | | 91.50 | |
| | RKD - Niraj JV | | | 40.20 | |
| | Niraj - SMIPL JV | | | 417.87 | |
| | Niraj - Shivsai JV | | | 25.26 | |
| | Niraj - Babul Nath JV | | | 264.74 | |
| | Niraj - Azamul Hoque JV | | | - | |
| | Niraj - Patel JV | | | 89.24 | |
| | Niraj - Jandu JV | | | 76.53 | |
| | NSR JV | | | 230.45 | |
| Accounts Payable | Mr. Gurpur Ramdas Kamath | 0.04 | | | |
| Loan Given to Subsidiary Company | Niraj Consulting Group Limited | | | 25.32 | |

Disclosure of related parties transactions as per IndAS-24 Financial Year 2021-22 Figures in Lakhs (₹)

| Transactions during the year | Name of the Party | Kay Managerial Personnel | Relatives of the key Managerial Personnel | Associates & JV / Subsidiary Company | Associates in which key Managerial personnel may have significant Interest |
|------------------------------|-----------------------|--------------------------|---|--------------------------------------|--|
| Contract Receipts | Niraj - SCPL JV | | | 205.24 | |
| | Niraj - Mahavir JV | | | 2,271.22 | |
| | RKD - Niraj JV | | | 2,590.95 | |
| | Niraj - SMIPL JV | | | 2621.18 | |
| | Niraj - Patel JV | | | 5,165.14 | |
| | Niraj - Babul Nath JV | | | 3,490.29 | |
| | NSR JV | | | 2,101.96 | |

Disclosure of related parties transactions as per IndAS-24

Financial Year 2021-22 Figures in Lakhs (₹)

| Transactions during the year | Name of the Party | Kay Managerial Personnel | Relatives of the key Managerial Personnel | Associates & JV / Subsidiary Company | Associates in which key Managerial personnel may have significant Interest |
|---|--------------------------------|--------------------------|---|--------------------------------------|--|
| | Niraj - Shivsai JV | | | 936.29 | |
| | Niraj - Jandu JV | | | 3,691.06 | |
| | Niraj - Azamul Hoque JV | | | 703.07 | |
| Managerial Remuneration | Mr. Vishram Rudre | 2.63 | | | |
| | Mr. Sudhakar Tandle | 2.63 | | | |
| Sub Contracting Charges | Niraj - SCPL JV | | | 205.24 | |
| | Niraj - Mahavir JV | | | 2,271.22 | |
| | RKD - Niraj JV | | | 2,590.95 | |
| | Niraj - SMIPL JV | | | 2,621.18 | |
| | Niraj - Patel JV | | | 5,165.14 | |
| | Niraj - Babul Nath JV | | | 3,490.29 | |
| | NSR JV | | | 2,101.96 | |
| | Niraj - Shivsai JV | | | 936.29 | |
| | Niraj - Jandu JV | | | 3,961.06 | |
| | Niraj - Azamul Hoque JV | | | 703.07 | |
| Salaries and Allowances | Mr. Anil Jha | 0.79 | | | |
| | Ms. Anup Kumari Shukla | 2.17 | | | |
| Accounts Receivable | Niraj - Mahavir JV | | | 91.50 | |
| | RKD - Niraj JV | | | 119.70 | |
| | Niraj - SMIPL JV | | | 45.96 | |
| | Niraj - Shivsai JV | | | 25.26 | |
| | Niraj - Babul Nath JV | | | 28.03 | |
| | Niraj - Azamul Hoque JV | | | 18.58 | |
| | Niraj - Patel JV | | | 34.61 | |
| | Niraj- Jandu JV | | | 14.56 | |
| | NSR JV | | | 130.42 | |
| Accounts Payable | Mr. Gurpur Ramdas Kamath | 0.04 | | | |
| Loan Given to Subsidiary Company | Niraj Consulting Group Limited | | | 6.05 | |

- 32 The office of the Director General of GST Intelligence (DGGI) had carried out a Search and seizure operations at the office of the Company at Mumbai on 6th January, 2021 under the provisions of Section 67 (1) and (2) of CGST Act. The company has challenged the entire search and seizure proceedings and filed a writ petition with the Honorable Gujarat High Court and the matter is sub-judice in law. In View of this we are unable to comment on financial liabilities, arising out of the said proceedings. The Company has deposited Rs.108.40 Lakhs under protest, which is adjusted by department against disputed dues, no provision is made in the books as the company has challenged the action of the department in the Honorable Gujarat High Court.
- 33 As per Ind AS 109 "Financial instrument" the company is required to consider "Provision for Expected Credit Loss" on all financial assets on the basis of expected probability of Recoverability of such financial instrument. During the year, the company has provided Rs.1177.52 Lakhs as Expected Credit Loss (ECL), has written off in the financial statement and Rs.716.52 Lakhs has been transfer from General Reserve & surplus & Net Balance Rs. 461.00 Lakhs as an Expected Credit Loss As per management explanation, the receivable and advance of Rs.2116.73 Lakhs is in dispute and for balance receivable and advances, the management is following up with the parties and is hopeful for recovery. But in the absence of adequate basis/ supporting documents, we are unable to comment on the measurement of carrying amount of all the financial assets appearing in the financial statements as on 31st March, 2023.
- 34 In the year ended 31st March, 2023, mainly due to adoption of prudent accounting practices and various contractual reasons the company has reversed contractual revenue and corresponding sub-contracting costs and other direct expenses. The corresponding disputed receipts and payments transactions relating to the said contracts are still unsettled and reflected in the financial statements under the head "Other Current Liabilities" and "Other Current assets".

35 Contingent Liabilities and Provisions (to the extent not provided for) Figures in Lakhs (₹)

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|----------------------------------|--|--|
| 1. Contingent Liabilities | | |
| a) Income Tax Demands | 1,699.43 | 1,844.36 |
| Total | 1,699.43 | 1,844.36 |

| Name of the Statute | Nature of Dues | Amount (Rs in Lakhs) | Period to which the demand relates | Forum where the dispute is Pending |
|----------------------|---------------------------------------|--------------------------------|---------------------------------------|---------------------------------------|
| Income Tax Act, 1961 | Income Tax (Previous Year) | 445.49 (445.49) | 2009-10 | CIT (A) Mumbai |
| Income Tax Act, 1961 | Income Tax (Previous Year) | 474.06 (474.06) | 2010-11 | CIT (A), Mumbai |
| Income Tax Act, 1961 | Income Tax (Previous Year) | 431.74 (431.74) | 2011-12 | CIT (A), Mumbai |
| Income Tax Act, 1961 | Income Tax (Previous Year) | 348.14 (348.14) | 2012-13 | CIT (A), Mumbai |
| Total | Income Tax (Previous Year) | 1,699.43 (1,699.43) | | |

36 Earning Per Share Figures in Lakhs (₹) Except EPS

| Particulars | For the year ended 31 st March 2023 ₹ | For the year ended 31 st March 2022 ₹ |
|--|--|--|
| Profit after taxation as per Books - Amount in Rs | 401.88 | 255.93 |
| Number of equity shares outstanding during the year | 4,01,55,300 | 4,01,55,300 |
| Nominal Value of share | 10.00 | 10.00 |
| Basic EPS (Rs) | 1.00 | 0.64 |
| Calculation of Diluted EPS | | |
| Profit after taxation as per Books - Amount in Rs | 401.88 | 255.93 |
| Weighted Average Number of equity shares outstanding during the year | 4,01,55,300 | 4,01,55,300 |
| Diluted EPS | 1.00 | 0.64 |

37 Details of pending litigation / arbitration claims

Company's claim for work done, material supply, final bill claims, retentions, mobilisation/ material advances given, receivables, etc is amounting to Rs. 2116.73 Lakhs, which is under arbitration.

38 Trade payables, Trade receivables, Advances received, Advances given, GST Payable / input credit and Income Tax assets (Net of liabilities) are subject to reconciliation and confirmation. The management is the process of reconciling the same

39 In the opinion of the Board, except otherwise stated all assets other than fixed assets and non current investments, have a realisable value in the ordinary course of business which is not different from the amount at which it is stated. The provision for current liabilities and other liabilities is adequate and not in excess of amount reasonably necessary.

40 The Company is engaged primarily in business of civil construction and infrastructure and accordingly there are no separate reportable segments as per Indian Accounting standards (Ind AS) 108 dealing with the segment reporting

41 Company has booked turnover and costs related to joint venture entities and partners in the books of account. However the whole projects have been handled by joint venture partners/entities and related TDS and GST complied by Joint venture partners/entities.

42 The Company has a program of verification to cover all the items of fixed assets in a phased manner, Fixed assets were physically verified by the management during the year.

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| Particulars | FY 2022-23 | FY 2021-22 |
|---------------------------------|------------|------------|
| Current Ratio | 1.91 | 2.04 |
| Return on Equity Ratio | 2.45% | 1.35% |
| Net Profit Ratio | 0.71% | 0.38% |
| Retrn on Capital Employed | 3.83% | 4.18% |
| Return on Investments | - | 7.35% |
| Debt Equity Ratio | 0.15 | 0.03 |
| Debt service Coverage Ratio | 0.24 | 0.30 |
| Inventory Turnover Ratio | 0.00 | 0.02 |
| Trade Receivable turnover Ratio | 6.75 | 5.24 |
| Trade Payable Turnover Ratio | 16.97 | 18.09 |
| Net Capital Turnover Ratio | 4.86 | 2.84 |

The accompanying notes 1 to 43 are integral part of the financial statements

In terms of our report attached.
For Chaturvedi Sohan & Co.
 Chartered Accountants
 FRN : 118424W

Noshir B Captain
 Partner
 M No. 009889
 UDIN : 23009889BGWUWZ9650

Place : Mumbai
 Date : 30th May 2023

For and on behalf of the Board of Directors

Vishram P Rudre
 Managing Director
 DIN 08564350

Vinay Kumar Ghuwalewala
 Chief Financial Officer

Place : Mumbai
 Date : 30th May 2023

Sudhakar B Tandale
 Whole Time Director
 DIN 09083084

Anil Jha
 Company Secretary &
 Compliance Officer



Engineers & Contractors

Niraj Cement Structurals Limited

REGISTERED OFFICE

Niraj House, Sunder Baug,
Near Deonar Bus Depot.

Chembur (East), Mumbai - 400088.

Phone: +91 22 66027100, Fax No: +91 22 2551 8736

Email ID: cs@niraj.co.in, **Website:** www.niraj.co.in