

AJP & ASSOCIATES

Company Secretaries & Trademark Agent

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

Sub: Certificate regarding compliance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

In the terms of Chapter V (Preferential Issue) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the "SEBI ICDR Regulations"), the Niraj Cement Structurals Limited (the "Company") issuing an Extraordinary General Meeting Notice dated September 13, 2024 (hereinafter referred to as the "Notice") to the members of the Company seeking their consent to approve the proposed preferential issue 1,25,00,000 (One Crore Twenty Five Lakhs) Fully Convertible Warrants ("Warrants/Convertible Warrants") convertible into equivalent number of Equity Shares of the Company having face value of INR.10/- (Indian Rupees Ten only) for cash at an issue price of INR. 53/- (Indian Rupees Fifty-Three only) per Warrant at premium of INR. 43/- (Indian Rupees Forty-Three only) per warrant aggregating amounting to INR. 66,25,00,000/- (Indian Rupees Sixty Six Crore Twenty Five Lakhs only) and 1,25,50,000 (One Crore Twenty Five Lakhs and Fifty Thousand) Equity Shares having face value of INR.10/- (Indian Rupees Ten Only) for cash at an issue price of INR. 53/- (Indian Rupees Fifty-Three only) per Share at premium of INR. 43/- (Indian Rupees Forty-Three only) per Share aggregating amounting to INR. 66,51,50,000/- (Rupees Sixty Six Crores Fifty One Lakhs Fifty Thousand only) on a Preferential and Private placement basis ('Preferential Basis') to person mentioned in "Annexure - I" and "Annexure - II" respectively to this certificate.

Management's Responsibility:

The Management of the Company is responsible for ensuring compliance with the SEBI ICDR Regulations with regard to the issuance of 1,25,00,000 (One Crore Twenty Five Lakhs) convertible warrants and 1,25,50,000 (One Crore Twenty Five Lakhs and Fifty Thousand) Equity Shares on a Preferential basis. This responsibility also includes:

- Reporting of any non-compliance to the Board of Directors, Audit Committee, Members and all Regulatory authorities;
- Preparation and maintenance of proper books of accounts and relevant documents/records as per the external and internal requirements;
- Design, implementation and maintenance of adequate internal procedures/ systems/ processes/ controls relevant to the creation and maintenance of the books of account and relevant documents /records. Further, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.

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Our Responsibility:

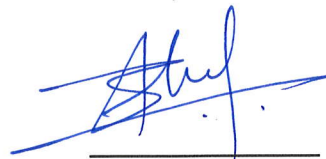
Our responsibility is to express reasonable assurance in the form of an opinion based on our examination of the books of accounts and relevant documents/records provided by the Company and/or its officers as to whether the Company has complied with the applicable requirements as per Chapter V of SEBI ICDR Regulations with regard to the proposed issuance and allotment of Equity shares. Further, our scope of work did not involve performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any of the financial information or the statements taken as a whole.

Opinion:

Based on our examination, as above, and the information and explanations given to us, we, to the best of our knowledge & belief, certify that the Company has complied with the requirements of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or reenactment thereof for the time being in force) with regard to the issuance of 1,25,00,000 (One Crore Twenty Five Lakhs) convertible warrants and 1,25,50,000 (One Crore Twenty Five Lakhs and Fifty Thousand) Equity Shares on a Preferential basis to the Person mentioned in "Annexure - I" and "Annexure - II".

Restriction of use:

This certificate is intended solely for the use of the management of the Company for the purpose of placing before shareholders/making it available for inspection by shareholders and/or submission to the BSE Limited and National Stock Exchange of India Limited in connection with the issue of Equity Shares under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) and is not to be used for any marketing, sale or any other offer of securities or referred to for any other purpose or distributed to any other person without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior written consent in writing.

FOR AJP & ASSOCIATES**Abhay J. Pal****Company Secretaries****Mem. No. A59534 & CP. 23812****PR. 5861/2024****Place: Mumbai****UDIN. A059534F003331253**

Annexure - I

List of Proposed Allottee(s)

Sr. No.	Name of Proposed Allottee(s)	Category	Maximum No. of Fully Convertible Warrants (Equity Shares) to be allotted	Issue Price (In INR.)	Investment Amount (In INR.)
1	Gulshan V Chopra	Promoter	16,00,000	53/-	8,48,00,000/-
2	Pooja Gulshan Chopra	Promoter	16,00,000	53/-	8,48,00,000/-
3	Aishwarya Gulshan Chopra	Promoter	16,00,000	53/-	8,48,00,000/-
4	Siddhant Gulshan Chopra	Promoter	16,00,000	53/-	8,48,00,000/-
5	Vinaykumar Rajkumar Ghuwalewala	Non-Promoter	1,00,000	53/-	53,00,000/-
6	Nandini Madan	Non-Promoter	4,00,000	53/-	2,12,00,000/-
7	Chem Logistics & Infra Private Limited	Non-Promoter	28,00,000	53/-	14,84,00,000/-
8	Bylan-Niraj Infra Projects Private Limited	Non-Promoter	28,00,000	53/-	14,84,00,000/-
	Total		1,25,00,000		66,25,00,000/-



Annexure - II

List of Proposed Allottee(s)

Sr. No	Name of Proposed Allottees	Category	Maximum No. of Equity Shares to be allotted	Issue Price (In INR.)	Investment Amount (In INR.)
1	SBJ Management Services Private Limited	Non- Promoter	6,00,000	53/-	3,18,00,000/-
2	WCA Services Private Limited	Non- Promoter	3,00,000	53/-	1,59,00,000/-
3	Vinay Kumar Gupta	Non- Promoter	3,00,000	53/-	1,59,00,000/-
4	Divine Comex Enterprises Private Limited	Non- Promoter	3,00,000	53/-	1,59,00,000/-
5	SSNK Consultancy Services Private Limited	Non- Promoter	2,00,000	53/-	1,06,00,000/-
6	Manish Grover	Non- Promoter	2,00,000	53/-	1,06,00,000/-
7	Rishabh Agarwal	Non- Promoter	20,000	53/-	10,60,000/-
8	Monika Gupta	Non- Promoter	20,000	53/-	10,60,000/-
9	Vandana Bhojwani	Non- Promoter	30,000	53/-	15,90,000/-
10	Deepak Bhojwani	Non- Promoter	30,000	53/-	15,90,000/-
11	Manish Mehta	Non- Promoter	1,00,000	53/-	53,00,000/-
12	Vikram Kathuria	Non- Promoter	1,00,000	53/-	53,00,000/-
13	TopFilings India Private Limited	Non- Promoter	50,000	53/-	26,50,000/-
14	Tashi securities Limited	Non- Promoter	1,00,000	53/-	53,00,000/-
15	Twishaa Gupta	Non- Promoter	50,000	53/-	26,50,000/-
16	Tanya Gupta	Non- Promoter	50,000	53/-	26,50,000/-
17	Narender Kumar Rastogi	Non- Promoter	2,00,000	53/-	1,06,00,000/-
18	Shivam Gupta	Non- Promoter	50,000	53/-	26,50,000/-
19	Jiwan Jyoti	Non- Promoter	50,000	53/-	26,50,000/-
20	Rakesh Bansal Investments	Non- Promoter	1,50,000	53/-	79,50,000/-
21	Manpreet Singh	Non- Promoter	50,000	53/-	26,50,000/-
22	Kapish Jain	Non- Promoter	1,00,000	53/-	53,00,000/-
23	Ajay Dixit	Non- Promoter	38,000	53/-	20,14,000/-
24	Kapil Singal	Non- Promoter	20,000	53/-	10,60,000/-
25	Satish Agarwal	Non- Promoter	20,000	53/-	10,60,000/-
26	Lokesh Shah	Non- Promoter	1,00,000	53/-	53,00,000/-
27	Vinay Awasthy	Non- Promoter	50,000	53/-	26,50,000/-
28	Vinay Kumar	Non- Promoter	50,000	53/-	26,50,000/-



29	Chitra Gupta	Non- Promoter	20,000	53/-	10,60,000/-
30	Aditya Rungta HUF	Non- Promoter	27,000	53/-	14,31,000/-
31	Raj kumar Jagetia	Non- Promoter	50,000	53/-	26,50,000/-
32	Girish Sareen	Non- Promoter	1,00,000	53/-	53,00,000/-
33	Parveen Singla	Non- Promoter	50,000	53/-	26,50,000/-
34	Preeti Agarwal	Non- Promoter	2,00,000	53/-	1,06,00,000/-
35	Pradeep Nangal	Non- Promoter	75,000	53/-	39,75,000/-
36	Subh Garg	Non- Promoter	75,000	53/-	39,75,000/-
37	Sandeep Bansal	Non- Promoter	40,000	53/-	21,20,000/-
38	Aastha Hitesh Bhansali	Non- Promoter	1,00,000	53/-	53,00,000/-
39	Niharika Malhotra	Non- Promoter	20,000	53/-	10,60,000/-
40	Adeshwar Kant	Non- Promoter	1,00,000	53/-	53,00,000/-
41	Sunil Kumar Singhvi	Non- Promoter	50,000	53/-	26,50,000/-
42	Rajesh Garg	Non- Promoter	50,000	53/-	26,50,000/-
43	Deepak Tayal	Non- Promoter	99,000	53/-	52,47,000/-
44	Preeti Bhauka	Non- Promoter	1,00,000	53/-	53,00,000/-
45	Amritashu Bardhan	Non- Promoter	21,000	53/-	11,13,000/-
46	Archana Jain	Non- Promoter	25,000	53/-	13,25,000/-
47	Neha Agrawal	Non- Promoter	55,000	53/-	29,15,000/-
48	Srijan Goyal	Non- Promoter	45,000	53/-	23,85,000/-
49	Sachin Agarwal	Non- Promoter	22,500	53/-	11,92,500/-
50	Kinchit Sunilkumar Mehta	Non- Promoter	35,000	53/-	18,55,000/-
51	Pragneshkumar Manikantbhai Joshi	Non- Promoter	20,000	53/-	10,60,000/-
52	Devendra Kumar Goyal	Non- Promoter	22,500	53/-	11,92,500/-
53	Jayant	Non- Promoter	50,000	53/-	26,50,000/-
54	Sagar Behl	Non- Promoter	50,000	53/-	26,50,000/-
55	Anish Bansal	Non- Promoter	1,00,000	53/-	53,00,000/-
56	VS Fyncore Private Limited	Non- Promoter	4,00,000	53/-	2,12,00,000/-
57	Ashu Aggarwal	Non- Promoter	1,00,000	53/-	53,00,000/-
58	3 Dimension Capital Services Limited	Non- Promoter	4,00,000	53/-	2,12,00,000/-
59	Holani Venture Capital Fund	Non- Promoter	2,00,000	53/-	1,06,00,000/-
60	Sonika Seth	Non- Promoter	50,000	53/-	26,50,000/-
61	Divine Fund 1	Non- Promoter	4,00,000	53/-	2,12,00,000/-
62	Sandeep Babulal Kothari	Non- Promoter	1,00,000	53/-	53,00,000/-
63	Amit K Dangi	Non- Promoter	38,000	53/-	20,14,000/-
64	Arun Singhania	Non- Promoter	50,000	53/-	26,50,000/-
65	Basant Daultani	Non- Promoter	50,000	53/-	26,50,000/-
66	Vidhi Makhija	Non- Promoter	38,000	53/-	20,14,000/-

67	Rajiv Mehta	Non- Promoter	2,00,000	53/-	1,06,00,000/-
68	Anshul Gupta	Non- Promoter	1,00,000	53/-	53,00,000/-
69	Ajay Mehta	Non- Promoter	80,000	53/-	42,40,000/-
70	Neeraj Munjal	Non- Promoter	30,000	53/-	15,90,000/-
71	Leena Mehta	Non- Promoter	70,000	53/-	37,10,000/-
72	Praveen Kumar Arora	Non- Promoter	2,00,000	53/-	1,06,00,000/-
73	Rajiv Singh	Non- Promoter	2,00,000	53/-	1,06,00,000/-
74	Debashish Neogi	Non- Promoter	3,00,000	53/-	1,59,00,000/-
75	Safir Anand	Non- Promoter	1,00,000	53/-	53,00,000/-
76	Sunil Dalal	Non- Promoter	25,000	53/-	13,25,000/-
77	Manish Lamba	Non- Promoter	25,000	53/-	13,25,000/-
78	Rakesh Laroia	Non- Promoter	2,00,000	53/-	1,06,00,000/-
79	Ankur Sood HUF	Non- Promoter	25,000	53/-	13,25,000/-
80	Akash Kumar	Non- Promoter	40,000	53/-	21,20,000/-
81	Prakshi Gupta	Non- Promoter	40,000	53/-	21,20,000/-
82	Umang M. Shah	Non- Promoter	2,00,000	53/-	1,06,00,000/-
83	Shobha Businesses LLP	Non- Promoter	2,00,000	53/-	1,06,00,000/-
84	Ashish Desai	Non- Promoter	50,000	53/-	26,50,000/-
85	Abhishek Singhania	Non- Promoter	1,00,000	53/-	53,00,000/-
86	Dinesh Kumar Bansal	Non- Promoter	25,000	53/-	13,25,000/-
87	Anil Kumar Rawal	Non- Promoter	25,000	53/-	13,25,000/-
88	Garima Rawal	Non- Promoter	25,000	53/-	13,25,000/-
89	Shweta Prashar	Non- Promoter	25,000	53/-	13,25,000/-
90	Kunal Gupta	Non- Promoter	25,000	53/-	13,25,000/-
91	Panacea Professional Services LLP	Non- Promoter	25,000	53/-	13,25,000/-
92	Noida Holding Private Limited	Non- Promoter	1,00,000	53/-	53,00,000/-
93	Ankit Kaul	Non- Promoter	25,000	53/-	13,25,000/-
94	Sunil Kumar Gupta	Non- Promoter	50,000	53/-	26,50,000/-
95	Manpreet Singh	Non- Promoter	50,000	53/-	26,50,000/-
96	Manish Khandelwal	Non- Promoter	50,000	53/-	26,50,000/-
97	Preeti Joshi	Non- Promoter	50,000	53/-	26,50,000/-
98	Rajesh Kumar Jindal	Non- Promoter	60,000	53/-	31,80,000/-
99	Sanskriti Bansal	Non- Promoter	25,000	53/-	13,25,000/-
100	Nischal Mittal	Non- Promoter	25,000	53/-	13,25,000/-
101	Kuldip Singh Rathee	Non- Promoter	1,75,000	53/-	92,75,000/-
102	Snehlata Anilkant Shah	Non- Promoter	25,000	53/-	13,25,000/-
103	Jenil Mehul Shah	Non- Promoter	25,000	53/-	13,25,000/-
104	Bole Manorama Jagdeep	Non- Promoter	25,000	53/-	13,25,000/-
105	Sujay Saurabhbhai Parikh	Non- Promoter	25,000	53/-	13,25,000/-
106	Trupti Dhaval Thakore	Non- Promoter	25,000	53/-	13,25,000/-
107	Saurabh Yashvant Dalal	Non- Promoter	50,000	53/-	26,50,000/-

108	Bhavesh Dhireshbhai Shah	Non- Promoter	50,000	53/-	26,50,000/-
109	Kailashben Prafulchandra Patel	Non- Promoter	25,000	53/-	13,25,000/-
110	Vishal Rameshbhai Patel	Non- Promoter	50,000	53/-	26,50,000/-
111	Meena Kaushik Shah	Non- Promoter	2,00,000	53/-	1,06,00,000/-
112	Babita Naresh Jain	Non- Promoter	2,00,000	53/-	1,06,00,000/-
113	Ram Prasad Agarwala	Non- Promoter	38,000	53/-	20,14,000/-
114	Anuj Shantilal Badjate	Non- Promoter	20,61,000	53/-	10,92,33,000/-
115	Chhama Dhanuka	Non- Promoter	50,000	53/-	26,50,000/-
	Total		1,25,50,000		66,51,50,000/-

