

Dated: 14th February, 2025

To,

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

Sub: - : Monitoring Agency Report for the quarter ended 31st December, 2024

Pursuant to Regulation 32(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Regulation 173A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, please find enclosed Monitoring Agency Report for the quarter ended 31st December, 2024, issued by CARE Ratings Limited, the Monitoring Agency appointed to monitor the utilization of proceeds of Preferential Issue of Equity Shares and Warrants of the Company.

You are requested to take the above on your record.

Thanking you,

Yours Faithfully,

For **Niraj Cement Structurals Limited**

ANIL
ANANT JHA
Digitally signed by
ANIL ANANT JHA
Date: 2025.02.14
21:57:53 +05'30'

Anil Anant Jha

Company Secretary & Compliance Officer

ACS 66063

No. CARE/HO/GEN/2024-25/1167

The Board of Directors

Niraj Cement Structurals Limited

Unit No. 820 to 825, Commercial Building,
Wadhwa, Dukes Horizon, Pepsi Company,
Off Sion Trombay Road, Near R.K. Studio,
D.G. Patil Road, Mumbai – 400 088.

February 14, 2025

Dear Sir/Ma'am,

Monitoring Agency Report for the quarter ended December 31, 2024, - in relation to the Preferential Issue of Niraj Cement Structurals Limited ("the Company")

We write in our capacity of Monitoring Agency for the preferential issue for the amount aggregating to Rs. 103.56 crore of the Company and refer to our duties cast under 162A of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations.

In this connection, we are enclosing the Monitoring Agency Report for the quarter ended December 31, 2024, as per aforesaid SEBI Regulations and Monitoring Agency Agreement dated December 19, 2024.

Request you to kindly take the same on records.

Thanking you,

Yours faithfully,



Darshan Shah

Assistant Director

Darshan.shah@careedge.in

Report of the Monitoring Agency

Name of the issuer: Niraj Cement Structurals Limited

For quarter ended: December 31, 2024

Name of the Monitoring Agency: CARE Ratings Limited

(a) Deviation from the objects: NIL*

(b) Range of Deviation: NIL

** Owing to undersubscription in the preferential issue, Board approval for revision in cost of the object is yet to be obtained as at the end of reporting quarter, i.e., December 31, 2024. The Management has provided an undertaking that the company will share the Board Resolution approving the proportionate revision in the cost of objects.*

Declaration:

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.

The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit related analyses. We confirm that there is no conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer, or while undertaking credit rating or other commercial transactions with the entity.

We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

A handwritten signature in black ink, appearing to read 'Darshan Shah'.

Signature:

Name of the Authorized Signatory: Darshan Shah

Designation of Authorized person/Signing Authority: Assistant Director

1) Issuer Details:

Name of the issuer : Niraj Cement Structurals Limited
Name of the promoter : Gulshan Chopra, Pooja Chopra, Aishwarya Chopra, Siddhant Chopra
Industry/sector to which it belongs : Construction – Civil Construction

2) Issue Details

Issue Period : Equity Shares; December 17, 2024, to December 31, 2024, and Convertible Warrants; January 01, 2025, to July 01, 2026,
Type of issue (public/rights) : Preferential Issue
Type of specified securities : Convertible Warrants and Equity Shares
IPO Grading, if any : Not Applicable
Issue size (in crore) : Rs. 103.56 crore^{\$}

\$ Niraj Cement Structurals Limited had come out with preferential issue to raise up to Rs. 132.77 crore for 1,25,50,000 shares aggregating to Rs. 66.52 crores and 1,25,00,000 convertible warrants aggregating to Rs. 66.25 crore resulting in total offer size of Rs. 132.77 crore. Owing to undersubscription in the issue, only 83,19,040 shares and 1,12,20,000 convertible warrants have been allotted, reducing the proceed size to Rs. 103.56 crore. The allotment was done in two tranches, wherein, in the first tranche 30,83,000 equity shares were allotted on December 25, 2024, aggregating to issue size Rs. 16.34 crore, and in the second tranche 52,36,040 equity shares and 1,12,20,000 convertible warrants were allotted on January 01, 2025, aggregating to issue size Rs. 87.22 crore.

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	Offer document, CA certificate*, Bank statement, Management Confirmation	Utilization of gross proceeds during the current quarter is towards meeting working capital requirements and general corporate purposes, in line with the objects of the issue.	NIL
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document?	Not Applicable	Not Applicable	Not Applicable	NIL
Whether the means of finance for the disclosed objects of the issue have changed?	Yes	Board Resolution, Management undertaking	The issue was undersubscribed resulting in a reduction of issue size from Rs. 132.77 crore to Rs. 103.56 crore.	NIL

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Is there any major deviation observed over the earlier monitoring agency reports?	Not applicable	Not Applicable	Not Applicable	NIL
Whether all Government/statutory approvals related to the object(s) have been obtained?	Yes	In-principal approval from NSE and BSE, Management Confirmation	The company has received approvals from NSE and BSE.	NIL
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	Not applicable	Not Applicable	Not Applicable	NIL
Are there any favorable/unfavorable events affecting the viability of these object(s)?	Yes	Board Resolution and Bank Statements	Undersubscription in the issue may affect the viability of the objects.	Due to the issue period concluding on December 31, 2024, and this report pertains specifically to that date, obtaining the requisite board approval on that same date was not practicable. Therefore, approval by the Board of Directors concerning the revision of the allocation was duly obtained at the subsequent convened meeting of the Board, in accordance with applicable regulations and corporate governance principles.
Is there any other relevant information that may materially affect the decision making of the investors?	Yes	Leave and license agreement, Bank statement	Payment of security deposit of Rs. 8.00 crore towards the property owned by the promoters, against the monthly rental aggregating to Rs. 0.098 crore.	Prevailing legal precedent and established practice limit the standard term of a Leave and License Agreement to a period of five years. Notwithstanding this customary limitation, the parties mutually acknowledge and intend to establish a long-term associative relationship extending beyond the aforementioned five-year term. This intention is predicated upon the substantial infrastructural

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
				investments undertaken and to be sustained by Niraj Cement Structurals Limited in relation to the subject property. To that end, the parties have expressly agreed to a security deposit in the amount of Rs. 8.00 crores, which shall serve as a tangible and material demonstration of Niraj Cement Structurals Limited's commitment to the enduring nature of this arrangement and its faithful adherence to all terms and conditions stipulated within the forthcoming extended Leave and License Agreement.

** The above details are verified by Chaturvedi Sohan & Co. vide their certificate dated February 13, 2025*

#Where material deviation may be defined to mean:

- a) Deviation in the objects or purposes for which the funds have been raised
- b) Deviation in the amount of funds actually utilized by more than 10% of the amount projected in the offer documents.

4) Details of objects to be monitored:

(i) Cost of objects –

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Original cost (as per the Offer Document) in Rs. Crore	Revised Cost in Rs. Crore	Comments of the Monitoring Agency	Comments of the Board of Directors		
						Reason for cost revision	Proposed financing option	Particulars of - firm arrangements made
1	Working capital requirements	CA Certificate*, Management Certificate, Offer Document^, Board Resolution for allotment	37.57	103.56 [#]	Owing to undersubscription in the preferential issue Board approval for revision in cost of the object is yet to be obtained as at the end of reporting quarter, i.e., December 31, 2024.	Due to the issue period concluding on December 31, 2024, and this report pertains specifically to that date, obtaining the requisite board approval on that same date was not practicable. Therefore, approval by the Board of Directors concerning the revision of the allocation was duly obtained at the subsequent convened meeting of the Board, in accordance with applicable regulations and corporate governance principles.		
2	To meet investment in subsidiary to mitigate any business prospects	CA Certificate*, Management Certificate, Offer Document^, Board Resolution for allotment	62.00					
3	General Corporate Purposes	CA Certificate*, Management Certificate, Offer Document^, Board Resolution for allotment	33.19					
Total			132.77	103.56				

* The above details are verified by Chaturvedi Sohan & Co. vide their certificate dated February 13, 2025

[#] Owing to undersubscription in the issue, the Board approval for revision in cost of objects is yet to be obtained as at the end of reporting quarter, i.e., December 31, 2024. As per the Management undertaking, the matter of revision in cost of objects will be placed before the Board in its upcoming meeting for their review.

[^] Sourced from page 47 and page 56 of the Offer Document

(ii) Progress in the objects –

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in Rs. Crore	Revised Cost in Rs. Crore	Amount called and received till December 31, 2024, in Rs. crore	Amount utilised in Rs. Crore			Total unutilised amount in Rs. crore	Amount to be called in Rs. crore	Comments of the Monitoring Agency	Comments of the Board of Directors	
						As at beginning of the quarter in Rs. Crore	During the quarter in Rs. Crore	At the end of the quarter in Rs. Crore				Reasons for idle funds	Proposed course of action
1	Working capital requirements	CA Certificate*, Management Certificate, Offer Document^, Board Resolution for allotment, Vendor Acknowledgement	37.57	103.56 ^{&}	60.65 [@]	0.00	8.00	8.00	44.65	42.90	Utilization of proceeds is towards advance payment for materials to vendor Neelkanth Infratech Private Limited.	NIL	NIL
2	To meet investment in subsidiary to mitigate any business prospects	CA Certificate*, Management Certificate, Offer Document^, Board Resolution for allotment	62.00			0.00	0.00	0.00			There is no utilization of proceeds towards this object in the quarter.	NIL	NIL
3	General Corporate Purposes	CA Certificate*, Management Certificate, Offer Document^, Board Resolution for allotment and Leave and License Agreement	33.19			0.00	8.00	8.00			Utilization of proceeds is towards payment of security deposit towards the property owned by the promoters of the company. The deposit amount is Rs. 8.00 crore against the monthly rental aggregating to Rs. 0.098 crore.	NIL	NIL
Total			132.76	103.56	60.65	0.00	16.00	16.00	44.65	42.90			

* The above details are verified by Chaturvedi Sohan & Co. vide their certificate dated February 13, 2025

^ Sourced from page 47 and page 56 of the Offer Document

& Owing to undersubscription in the issue, the Board approval for revision in cost of objects is yet to be obtained as at the end of reporting quarter, i.e., December 31, 2024. As per the Management undertaking, the matter of revision in cost of objects will be placed before the Board in its upcoming meeting for their review.

@ Consideration received in lieu of offered securities amounts to Rs. 60.65 crore, excess sum of Rs. 0.10 crore pertains to consideration received from the ineligible applicant. A) Equity Shares: As of December 31, 2024, Rs. 44.19 crore was received in the ICICI Bank Securities Application Account. This includes consideration for 83,19,040 equity shares amounting to Rs. 44.09 crore, however, Rs. 0.10 crore was received from one ineligible applicant and Rs. 290 was received in excess of the application amount from certain shareholders. As articulated by the management, Rs. 0.10 crore received from the ineligible applicant was subsequently transferred back to the applicant on January 17, 2025. B) Convertible Warrants: In reference to the Board Resolution detailing final allotment of convertible warrants, 1,12,20,000 convertible warrants have been subscribed to as of January 01, 2025. Although the warrant holders were required to transfer only Rs. 14.87 crore as a part of 25% deposit amount towards subscription, the company received Rs. 16.56 crore in the ICICI Bank Securities Application Account. Thus, the company is in receipt of excess funds of Rs. 1.69 crore, which the company will adjust against subsequent tranches.

(iii) Deployment of unutilized proceeds:

Sr. No.	Type of instrument and name of the entity invested in	Amount invested in Rs. Crore	Maturity date	Earning	Return on Investment (%)	Market Value as at the end of quarter in Rs.
1	ICICI Bank Securities Application Account	44.31	-	-	-	44.41 [^]
2	ICICI Bank Monitoring Account	0.34 ^{&}	-	-	-	0.34
Total		44.65				

* The above details are verified by Chaturvedi Sohan & Co. vide their certificate dated February 13, 2025

[^] The closing balance of ICICI Bank Securities Application Account is Rs. 44.41, including Rs. 0.10 crore received from one ineligible equity share applicant which was subsequently transferred back to the applicant on January 17, 2025.

& The company received Rs. 16.34 crore as consideration for 30,83,000 equity shares under the first tranche of allotment finalized on December 25, 2024, in the ICICI Bank Securities Application Account, these funds were transferred subsequently to the ICICI Bank Monitoring Account for utilization wherein Rs. 16.00 crore has utilized towards objects in the quarter.

(iv) Delay in implementation of the object(s)

Objects	Completion Date		Delay (no. of days/ months)	Comments of the Board of Directors	
	As per the offer document*	Actual		Reason of delay	Proposed course of action
Working capital requirements	March 31, 2027	Ongoing	Not Applicable	NIL	NIL
To meet investment in subsidiary to mitigate any business prospects	March 31, 2027	Ongoing	Not Applicable	NIL	NIL
General Corporate Purposes	March 31, 2027	Ongoing	Not Applicable	NIL	NIL

[^] Sourced from page 47 and page 56 of the Offer Document

5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document:

Sr. No	Item Head^	Amount in Rs. Crore	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of Monitoring Agency	Comments of the Board of Directors
1	Refundable Security Deposit	8.00	CA Certificate*, Management Certificate, Bank Statement, Leave and License Agreement^	Amount utilized for Refundable security deposit for the company's rental properties.	NIL
Total		8.00			

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^ Section from the offer document related to GCP:

“Upto 25% of the issue proceeds will be allocated for general corporate purposes. This allocation may cover, among other things, addressing ongoing corporate needs and contingencies, funding the company's operational costs and issue related cost as determined by the Board of Directors at their discretion, and any other purposes permitted under applicable laws”

Disclaimers to MA report:

a) This Report is prepared by CARE Ratings Ltd (hereinafter referred to as “**Monitoring Agency/MA**”). The MA has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever.

b) This Report has to be seen in its entirety; the selective review of portions of the Report may lead to inaccurate assessments. For the purpose of this Report, MA has relied upon the information provided by the management /officials/ consultants of the Issuer and third-party sources like statutory auditors (or from peer reviewed CA firms) appointed by the Issuer believed by it to be accurate and reliable.

c) Nothing contained in this Report is capable or intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The MA is also not responsible for any errors in transmission and specifically states that it, or its directors, employees do not have any financial liabilities whatsoever to the users of this Report.

d) The MA and its affiliates do not act as a fiduciary. The MA and its affiliates also do not act as an expert to the extent defined under Section 2(38) of the Companies Act, 2013. While the MA has obtained information from sources it believes to be reliable, it does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives from auditors (or from peer reviewed CA firms), lawyers, chartered engineers or other experts, and relies on in its reports.

e) The MA or its affiliates may have other commercial transactions with the entity to which the report pertains. As an example, the MA may rate the issuer or any debt instruments / facilities issued or proposed to be issued by the issuer that is subject matter of this report. The MA may receive separate compensation for its ratings and certain credit-related analyses, normally from issuers or underwriters of the instruments, facilities, securities or from obligors.