



Niraj Cement Structurals Ltd

7th September, 2021

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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Sub: Notice of the 23rd Annual General Meeting (AGM) and Annual Report for F.Y. 2020-21
Regulation: 30 & 34(1) of SEBI (LODR) Regulation, 2015

Dear Sir/Madam,

Please find enclosed herewith the Notice of the 23rd Annual General Meeting of the Company scheduled to be held on Thursday, 30th September, 2021 at 10.00 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OVAM) alongwith the Annual Report for the financial year 2020-2021.

The same is also available on the website of the company at www.niraj.co.in.

Kindly take the same on records.

Thanking you,

Yours Faithfully,

For Niraj Cement Structurals Limited


Anupkumari Shukla
Company Secretary & Compliance Officer
ACS: 57428



Encl: as above

CIN : L26940MH1998PLC114307

Office : Niraj House, Sunder Baug, Near Deonar Bus Depot, Deonar, Chembur, Mumbai - 400 088. Tel.: 6602 7100
Fax : 2551 8736 • E-mail : info@niraj.co.in • Website : www.niraj.co.in
Factory : C-55, TTC Industrial Area, Thane Belapur Road, Navi Mumbai. Tel.: 2768 1695 / 2768 0645

NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD (23RD) ANNUAL GENERAL MEETING OF THE MEMBERS OF NIRAJ CEMENT STRUCTURALS LIMITED WILL BE HELD ON THURSDAY 30TH SEPTEMBER, 2021 AT 10.00 A.M. (IST) THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2021, together with the report of the Board of Directors and Auditor thereon.
2. 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.

SPECIAL BUSINESS:

3. **To 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.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 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, Mr. Vishram Pandurang Rudre (DIN: 08564350) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company, notice in writing received from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the applicable provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (‘the Rules’) and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any reenactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such approvals, permissions and sanctions as may be required, Mr. Vishram Pandurang Rudre, Director of the Company be and is hereby appointed as Managing Director of the Company for a period of three years w.e.f. 13th February, 2021 to 12th February, 2024, liable to retire by rotation on the terms and conditions as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT during the tenure of Mr. Vishram Pandurang Rudre as the Managing Director, he shall be paid remuneration as mentioned below which, shall not

exceed 10% of the net profits of the Company calculated in the manner prescribed under Section 198 of the Companies Act, 2013, for a period of three years w.e.f. 13th February, 2021 with the authority to the Nomination and Remuneration Committee of the Board to alter and vary the remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to Mr. Vishram Pandurang Rudre, including perquisites does not exceeding Rs. 5,00,000/- per annum.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in any financial year, during the tenure of Mr. Vishram Pandurang Rudre as a Managing Director of the Company, the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary, revise, modify the above mentioned remuneration from time to time and it shall not exceed the maximum permissible limit as set out as above.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

4. **To 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.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 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, Mr. Sudhakar Balu Tandale (DIN: 09083084) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company, notice in writing received from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the applicable provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (‘the Rules’) and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any reenactment(s) made thereof, for the

time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such approvals, permissions and sanctions as may be required, Mr. Sudhakar Balu Tandale, Director of the Company be and is hereby appointed as Whole-time Director of the Company for a period of three years w.e.f. 13th February, 2021 to 12th February, 2024, liable to retire by rotation on the terms and conditions as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT during the tenure of Mr. Sudhakar Balu Tandale as the Whole-time Director, he shall be paid remuneration as mentioned below which, shall not exceed 10% of the net profits of the Company calculated in the manner prescribed under Section 198 of the Companies Act, 2013, for a period of three years w.e.f. 13th February, 2021 with the authority to the Nomination and Remuneration Committee of the Board to alter and vary the remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to Mr. Sudhakar Balu Tandale including perquisites does not exceeding Rs. 5,00,000/- per annum.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in any financial year, during the tenure of Mr. Sudhakar Balu Tandale as a Whole-time Director of the Company, the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary, revise, modify the above mentioned remuneration from time to time and it shall not exceed the maximum permissible limit as set out as above.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

5. **To 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.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 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, Mr. Asit Dattani Thakkar (DIN: 01382453) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company, notice in writing received

from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the applicable provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any reenactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such approvals, permissions and sanctions as may be required, Mr. Asit Dattani Thakkar, Director of the Company be and is hereby appointed as Whole-time Director of the Company for a period of three years w.e.f. 30th March, 2021 to 29th March, 2024, liable to retire by rotation on the terms and conditions as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT during the tenure of Mr. Sudhakar Balu Tandale as the Whole-time Director, he shall be paid remuneration as mentioned below which, shall not exceed 10% of the net profits of the Company calculated in the manner prescribed under Section 198 of the Companies Act, 2013, for a period of three years w.e.f. 30th March, 2021 with the authority to the Nomination and Remuneration Committee of the Board to alter and vary the remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to Mr. Asit Dattani Thakkar including perquisites does not exceeding Rs. 5,00,000/- per annum.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in any financial year, during the tenure of Mr. Asit Dattani Thakkar as a Whole-time Director of the Company, the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary, revise, modify the above mentioned remuneration from time to time and it shall not exceed the maximum permissible limit as set out as above.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

6. **To Appointment of Dr. Partha Sarathi Raut (DIN: 08804981) as an Independent Director of the Company.**

To consider and if thought fit to pass with or without modification(s) the following resolution as **Ordinary 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), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, 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, Dr. Partha Sarathi Raut (DIN: 08804981), who has been appointed as an Additional & Independent Director of the Company by the Board of Directors with effective from 2nd July, 2021 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 1st July, 2026.”

**By order of the Board of Directors
For Niraj Cement Structurals Limited**
Anupkumari Shukla
Company Secretary & Compliance Officer
Membership No.: A57428

Date: 12th August, 2021
Place: Mumbai

Registered Office:

Niraj House, Sunder Baug,
Near 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 view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 13th January, 2021 (“MCA Circular”) permitted the holding of the Annual General Meeting (“AGM”) through VC /OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the MCA Circular, the AGM of the Company is being held through VC / OAVM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the MCA Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Company by email through its registered email address to csabhaypal@gmail.com with a copy marked to cs@niraj.co.in.
5. In compliance with the aforesaid MCA Circular and SEBI Circular dated 15th January, 2021, Notice of the AGM along with the Annual Report for the year 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the 23rd Annual General Meeting and Annual Report 2020-21 will also be available on the Company’s website www.niraj.co.in, and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
8. In terms of the MCA Circular, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
9. The Register of Members of the Company will remain closed from 24th September, 2021 to September 30th, 2021 (both days inclusive).
10. 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.
11. 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, (helpdesk@linkintime.co.in if shares are held in physical form or to their respective Depository Participants if shares are held in Demat form.

12. Electronic copy of Annual Report for the year 2020-21 and Notice of the 23rd 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.

13. Voting through electronic means

I. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI Listing Regulations the Company is pleased to provide members holding shares either in physical form or in dematerialized

form the facility to exercise their right to vote at the Annual General Meeting (AGM) by remote e-voting. The business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

II. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, 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. The login method for e-voting and joining virtual meetings in such cases is:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password and reach e-Voting page without any further authentication. Login to Easi/Easiest at https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the e-Voting service provider; 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 CDSL where the e-Voting is in progress during or before the AGM.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the NSDL e-Services website at https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name (CDSL) and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is 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 at 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you 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 (CDSL) and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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.

Individual Shareholders holding securities in demat mode may contact helpdesk of Depository CDSL or NSDL as the case may be for any technical issues related to login through Depository at CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738/23058542-43 or NSDL helpdesk at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990/1800 22 44 30 respectively.

III. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders:

- Log on to the e-voting website: www.evotingindia.com during the voting period.
- Click on "Shareholders" tab.
- Now Enter your User ID:

- (i) a. For CDSL: 16 digits beneficiary ID;
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (ii) Next enter the Image Verification as displayed and Click on Login.
- d) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- e) If you are a first time user, please follow the steps given below. Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat / Physical Form

PAN*	Enter your 10 digit alpha-numeric PAN* issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to enter, in the PAN field, the Sequence Number mentioned in the e-mail communication sent by the Company/RTA/CDSL.
Dividend Bank Details or Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (c).

After entering these details appropriately, click on “SUBMIT” tab.

- f) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.
Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- g) For Members holding shares in physical form the details can be used only for e-voting on the resolutions contained in this Notice.
- h) Click on the EVSN (210904027) against the Company’s name for which you choose to vote i.e. Niraj Cement Structurals Limited
- i) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- j) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.

- k) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “cancel” and accordingly modify your vote.
- l) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- m) You can also take a print out of the voting done by you by clicking on “Click here to print” option on the Voting page.
- n) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- o) Note for Non-Individual Shareholders and Custodians
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. cs@niraj.co.in, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

IV. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or via email to helpdesk.evoting@cdslindia.com.

You can also contact the helpdesk on telephone number: 022-23058542 / 43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013.

V. The e-voting period commences on Monday, 27th September, 2021 (9 a.m.) and ends on Wednesday 29th September 2021 (5 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for remote voting thereafter. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means. Such members who have already voted

through remote e-voting may attend the AGM but shall not be entitled to vote again thereat.

- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2021.
- VII. 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.
- VIII. 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, forthwith to the Chairman of the Company, or a person duly authorised, who shall countersign the same and thereafter, the Chairman or the person so authorised, shall declare the results of the voting forthwith. This Notice as well as the Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL and communicated to the Exchanges immediately.
14. Process for those members whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:
- I. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
 - II. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID+CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) to Company/RTA email id.

15. Instructions for members for attending the AGM through VC / OAVM are as under:

- I. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e- Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN (210904027) of Company will be displayed.

It is suggested that Shareholders may join the Meeting through a computer/tablet for a better experience.

- II. Kindly note that allowing the use of the device's Camera and a fast Internet speed will allow the meeting to proceed smoothly.
- III. Please note that Participants connecting with smaller devices or through hotspot connections may experience additional Audio/Video loss due to fluctuation in respective network, for which the Company cannot be responsible. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- IV. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting i.e on or before 26th September, 2021 mentioning their name, demat account number/folio number, email id, mobile number at cs@niraj.co.in The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting i.e on or before 24th September 2021 mentioning their name, demat account number/folio number, email id, mobile number at cs@niraj.co.in. These queries will be replied to by the Company suitably by email. At the meeting, the Company reserves the absolute right to control the number of speakers, and/or the time per speaker, depending on availability of time. The Company also reserves the right to provide detailed information, if any is considered necessary, through e-mail or other appropriate means after the AGM.
- V. Only those shareholders who have registered themselves as a speaker (as detailed above) will be allowed to express their views/ask questions during the meeting.

16. Instructions for members for e-voting during the AGM are as under:-

- I. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remotee-voting.
 - II. Only those shareholders, who are 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 available during the AGM.
 - III. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - IV. Shareholders 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.
17. 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 csniraj.co.in.

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

Anupkumari Shukla
Company Secretary & Compliance Officer
Membership No.: A57428

Date: 12th August, 2021
Place: Mumbai

Registered Office:
Niraj House, Sunder Baug,
Near Deonar Bus Depot, Chembur (East),
Mumbai – 400 088

Explanatory Statement Pursuant To Section 102(1) of the Companies Act, 2013 to the accompanying Notice

Item No. 3

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Vishram Pandurang Rudre (DIN: 08564350) as an Additional Director and Managing Director from 13th February 2021. In terms of Section 161(1) of the Companies Act, 2013, Mr. Vishram Pandurang Rudre holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting.

Subject to supervision and control of the Board of Directors of the Company, Managing Director shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time. On recommendation of the Nomination and Remuneration Committee, Board approved the terms and condition of appointment of Mr. Vishram Pandurang Rudre as Managing Director, subject to the approval of the shareholders at the ensuing Annual General Meeting.

Relevant details relating to appointment of Mr. Vishram Pandurang Rudre, 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-II**” to the Notice. Mr. Vishram Pandurang Rudre 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.

In terms of pursuant to provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the proposed appointment and fixation of remuneration requires approval of members of the Company in form of **Special Resolution**. Hence, the members are requested to pass the **Special Resolution** accordingly.

Except Mr. Vishram Pandurang Rudre, 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. 3 of the accompanying notice in the interests of the Company.

Disclosure and Additional information as required under Schedule V to the Act has been provided as **Annexure I**.

Item No. 4

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Sudhakar Balu Tandale (DIN: 09083084) as an Additional Director and Whole-time Director from 13th February, 2021. In terms of Section 161(1) of the Companies Act, 2013, Mr. Sudhakar Balu Tandale holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting.

Considering his rich and varied experience, the Board of Directors of the Company have approved and proposed his appointment as Whole-Time Director of the Company for a period of three year w.e.f. 13th February, 2021 to 12th February, 2024 liable to retire by rotation, subject to the approval of the shareholders at the ensuing Annual General Meeting.

Relevant details relating to appointment of Mr. Sudhakar Balu Tandale, 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-II**” to the Notice. Mr. Sudhakar Balu Tandale 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.

In terms of pursuant to provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the proposed appointment and fixation of remuneration requires approval of members of the Company in form of **Special Resolution**. Hence, the members are requested to pass the **Special Resolution** accordingly.

Except Mr. Sudhakar Balu Tandale, 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. 4 of the accompanying notice in the interests of the Company.

Disclosure and Additional information as required under Schedule V to the Act has been provided as **Annexure I**.

Item No. 5

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Asit Dattani Thakkar (DIN: 01382453) as an Additional (Executive) Director from 30th March, 2021. In terms of Section 161(1) of the Companies Act, 2013, Mr. Asit Dattani Thakkar holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting.

Considering his specialization in road, canals, dams and buildings, the Board of Directors of the Company have approved and proposed his appointment as Whole-Time Director of the Company for a period of three year w.e.f. 30th March, 2021 to March 29, 2024 liable to retire by rotation, subject to the approval of the shareholders at the ensuing Annual General Meeting.

Relevant details relating to appointment of Mr. Asit Dattani Thakkar, 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-II**” to the Notice. Mr. Asit Dattani Thakkar 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.

In terms of pursuant to provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the proposed appointment and fixation of remuneration requires approval of members of the Company in form of **Special Resolution**. Hence, the members are requested to pass the **Special Resolution** accordingly.

Except Mr. Asit Dattani Thakkar, 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. 5 of the accompanying notice in the interests of the Company.

Disclosure and Additional information as required under Schedule V to the Act has been provided as **Annexure I**.

Item No. 5

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Dr. Partha Sarathi Raut (DIN: 08804981) as an Additional and Independent Director of the Company. In terms of Section 161(1) of the Companies Act, 2013, Dr. Partha Sarathi Raut (DIN: 01382453) holds office as an Additional and Independent Director only up to the date of the forthcoming Annual General Meeting.

Members hereby informed that Dr. Partha Sarathi Raut is having a good knowledge and vast experience in Strategic and Operational Human Resource (HR) in both Corporate and Consulting. Considering this, Board of Directors appointed and proposed appointment of Dr. Partha Sarathi Raut as Independent Director of the Company, not being liable to retire by rotation, with effect from 2nd July, 2021 for a term of five (5) years up to 1st July, 2026, subject to the approval of the shareholders at the ensuing Annual General Meeting.

Relevant details relating to appointment of Dr. Partha Sarathi Raut, 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-II**” to the Notice. Dr. Partha Sarathi Raut 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 Dr. Partha Sarathi Raut, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the **Ordinary 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**

Anupkumari Shukla
Company Secretary & Compliance Officer
Membership No.: A57428

Date: 12th August, 2021
Place: Mumbai

Registered Office:
Niraj House, Sunder Baug,
Near Deonar Bus Depot, Chembur (East),
Mumbai – 400 088

Annexure I

STATEMENT CONTAINING DISCLOSURE AND ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013

A) **General Information:**

Nature of industry:	Construction & Infrastructure		
Date or expected date of commencement of commercial production:	The Company is in commercial production since 1998.		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
Financial performance based on given indicators:			
Particulars	F.Y. 2020-21	F.Y. 2019-20	F.Y. 2018-19
Total Income from Operations (Net)	1,78,43,80,754	1,24,01,56,744	1,10,31,48,449
Total Expenses	1,75,52,31,860	1,20,59,45,464	1,09,78,83,057
Profit/Loss Before Tax	1,96,89,487	1,93,77,183	1,16,08,018
Profit/Loss After Tax	1,48,55,460	1,74,02,757	1,26,60,719
Foreign investments or collaborations, if any.	There is no direct foreign investment in the Company except to the extent shares held by Non-Resident acquired through secondary market. There is no foreign collaboration in the Company.		

B) Information about the appointee:

Particulars	Mr. Vishram Pandurang Rudre	Mr. Sudhakar Balu Tandale	Mr. Asit Dattani Thakkar
Background details	He has over a 20 years of experience in infrastructure and construction business.	He has over a decade of experience in infrastructure business.	He has 30 years of experience in infrastructure and construction business. Specialized in road, canals, Dam and buildings
Past remuneration	NIL	NIL	NIL
Recognition or awards	NIL	NIL	NIL
Job profile and his suitability	He shall be responsible for the day to day operations and managing the affairs of the Company under the superintendence, guidance and control of the Board.	He shall be helpful to reach us towards better results of the Company in the form of good corporate governance, better directions and suggestions whenever required.	He shall be helpful to improve our productivity and performance of the Company.
Remuneration proposed	₹ 5,00,000/-	₹ 5,00,000/-	₹ 5,00,000/-
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking in to size of the Company, industry benchmark in general, profile, position the proposed remuneration is in line with the current remuneration structure of industry.		
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	NIL	NIL	NIL

C) Other information:

Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

During the last three financial years the Company is in profit and further the Company is also making necessary efforts to improve its performance and productivity. The Company has reported profit in the F.Y. 2020-21.

D) Expected increase in productivity and profits in measurable terms:

The Company has taken all out measures to reduce costs as well as improve operational efficiency/ productivity and the Company undertakes constant measures to improve it. However, the global economic environment is highly unpredictable as the duration and the impact of unprecedented COVID-19 pandemic and in near future also. So it is difficult to predict profits in measurable terms.

E) Disclosures:

Remuneration package of the appointees is fully described in the Explanatory Statement as stated above. The requisite details of remuneration etc., of Directors are included in the Corporate Governance Report forming part of the Annual Report of Financial Year 2020-21 of the Company.

Annexure – II
DETAILS OF DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard - 2 on General Meetings]

Name of the Directors	Mr. Vishram Rudre	Mr. Sudhakar Tandale	Mr. Asit Thakkar	Dr. Paratha Raut
DOB	07/06/1971	21/08/1975	01/03/1971	15/01/1964
Date of Appointment	13 th February, 2021	13 th February, 2021	30 th March, 2021	2 nd July, 2021
Qualification	Bachelor of Commerce	Graduate	Graduate	Ph.d.in Management
Expertise	He has 20 years' of experience in infrastructure and construction business.	He has over a decade experience in infrastructure Industry.	He has 30 years of experience in infrastructure and construction business. Specialized in road canals, damn and buildings.	He is an HR professional with over 30 years of experience in Strategic and Operational HR.
List of outside company's Directorship held*	NIL	NIL	NIL	NIL
Membership/Chairmanships of committees across all companies including Niraj Cement Structurals Limited (NCSL)	Members of two committee in NCSL 1.Audit Committee 2.Shareholder Relationship Committee	NIL	NIL	NIL
Shareholding as on 31 st March 2021	NIL	NIL	NIL	NIL
Relationships Between directors inter-se	NA	NA	NA	NA
No. of board meetings attended during F.Y. 2020-2021	1	1	NA	NA

*This does not include Directorship in Private Limited Company.