



Niraj Cement Structurals Limited

Date: 26th September, 2023

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: Proceedings of the 25th Annual General Meeting of the Company.

Ref: Regulation 30 of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015

This is with reference to the 25th Annual General Meeting (“AGM”) of the Company held on Tuesday, 26th September, 2023 at 11.00 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

In compliance with the provisions of Regulations 44 of the SEBI (LODR) Regulations, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 as amended, the Company had provided remote e-voting facility to all its members to enable them to cast their vote on all matters listed in the Notice convening the AGM through electronic means during the period commencing from Saturday, 23rd September, 2023 (9.00 a.m.) to Monday, 25th September, 2023 (5.00 p.m.).

The Company had also provided e-voting facility to the members attending the AGM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) and who had not cast their vote earlier through remote e-voting facility. We wish to inform you that all the resolutions contained in the Notice of the AGM were approved by the Members with requisite majority.

Pursuant to Regulation 30 of the SEBI LODR Regulations, we are submitting herewith the details regarding the brief proceedings of the 25th AGM of the Company.

CIN: L26940MH1998PLC114307

HEAD OFFICE: Niraj House, Sunder Baug, Near Deonar Bus Depot, Deonar, Chembur, Mumbai - 400088.

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You are requested to take same on your records.

For Niraj Cement Structurals Limited

Anil Anant Jha
Company Secretary
ACS No.: 66063

Encl: as above

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**Brief Proceedings of 25th Annual General Meeting (“AGM”) of
Niraj Cement Structurals Limited (“Company”)**

The 25th Annual General Meeting (“AGM”) of the Members of the Company was held on Tuesday, 26th September, 2023 at 11.00 A.M. through Video Conferencing (VC)/ Other AudioVisual Means (OAVM) in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

Mr. Vishram Rudre, Managing Director of the Company, took the chair. The requisite quorum being present; meeting was called to order.

Mr. Vishram Rudre, called the meeting to order and welcomed the Members of the meeting.

The meeting was virtually attended by 36 Members.

Further, Secretarial Auditor and Representative of the Statutory Audit or had also attended the meeting. The Company Secretary informed that the Board of Directors at their meeting held on 11th August, 2023 had appointed Mr. Abhay Pal, Practicing Company Secretary (Membership No. A59534 and COP No. 23812) as the Scrutinizer to supervise the e-voting process.

The Company Secretary further informed that the company had provided e-voting facility to the members to cast their vote electronically on all resolutions set forth in the notice. He further informed that the Members who had not yet cast their votes electronically and who were participating in the meeting can cast their votes during the meeting and 30 minutes after the conclusion of the Meeting, through e-voting system provided by the National Securities Depository Limited (NSDL).

The Chairman informed the members that the Company had taken the requisite steps to enable Members to participate and vote on the items being considered at the AGM.

The details of authorized representations received from corporate shareholders were informed to the Members. Since there was no physical attendance of Members and in compliance with the Circulars issued by the MCA and SEBI, Members were informed that the requirement of appointing proxies was not applicable. Further, the Registers as required under the Companies

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Act, 2013 were available for inspection in electronic mode, should any Member request for the same.

The Notice convening the AGM and the Auditor's Report for the year ended 31st March, 2023 was taken as read. The Chairman gave an overview of the performance of the Company for the financial year ended 31st March, 2023.

The following items of business as set out in the notice dated 25th August, 2023 convening the meeting were transacted through remote e-voting and e-voting during the AGM.

Sr. No.	Brief Particulars of Resolutions	Type of Resolutions	Mode of Voting
ORDINARY BUSINESS			
1.	a. To receive, consider and adopt the standalone audited financial statements of the Company for the financial year ended 31 st 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 31 st March, 2023 together with the Reports of Auditors thereon;	Ordinary Resolution	Remote e-voting and e-voting during the AGM
2.	Re-Appointment of Mr. Vishram Pandurang Rudre (DIN: 08564350) as a Director, liable to retire by rotation, who has offered herself for re-appointment	Ordinary Resolution	Remote e-voting and e-voting during the AGM
SPECIAL BUSINESS			
3.	Re-appointment of Statutory Auditors of the Company.	Ordinary Resolution	Remote e-voting and e-voting during the AGM

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4.	Ratify the remuneration payable to the Cost Auditor for the financial year ending 31 st March, 2024.	Ordinary Resolution	Remote e-voting and e-voting during the AGM
5.	Approval of Material Related Party Transaction with M/s. Niraj Mahavir JV, a Joint Venture.	Ordinary Resolution	Remote e-voting and e-voting during AGM
6.	Approval of Material Related Party Transaction with M/s. Niraj - RKD JV, a Joint Venture	Ordinary Resolution	Remote e-voting and e-voting during AGM
7.	Approval of Material Related Party Transaction with M/s. Niraj - SMIPL JV, a Joint Venture	Ordinary Resolution	Remote e-voting and e-voting during AGM
8.	Approval of Material Related Party Transaction with M/s. NSR JV, a Joint Venture	Ordinary Resolution	Remote e-voting and e-voting during AGM
9.	Approval of Material Related Party Transaction with M/s. Niraj - Patel JV, a Joint Venture	Ordinary Resolution	Remote e-voting and e-voting during AGM
10.	Approval of Material Related Party Transaction with M/s. Niraj – Babul Nath JV, a Joint Venture	Ordinary Resolution	Remote e-voting and e-voting during AGM
11.	Approval of Material Related Party Transaction with M/s. Niraj - Shivsai JV, a Joint Venture	Ordinary Resolution	Remote e-voting and e-voting during AGM
12.	Approval of Material Related Party Transaction with M/s. Niraj - Jandu JV, a Joint Venture	Ordinary Resolution	Remote e-voting and e-voting during AGM
13.	Approval of Material Related Party Transaction with M/s. Niraj Cement Structurals Limited and S & K Developers JV, a Joint Venture	Ordinary Resolution	Remote e-voting and e-voting during AGM
14.	Approval of Material Related Party Transaction with M/s. Niraj-Force JV, a Joint Venture	Ordinary Resolution	Remote e-voting and e-voting during AGM

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15.	Appointment of Mrs. Kavita Suresh Hindia (DIN: 09335908) as an Independent Director of the Company	Special Resolution	Remote e-voting and e-voting during AGM
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Mr. Vishram Rudre requested the Members, who had not cast their votes through remote e-Voting, to e-Vote at the AGM and instructed National Securities Depository Limited (NSDL) to carry out the e-voting process and conclude the Meeting.

Mr. Vishram Rudre then thanked the Members for attending and participating in the Meeting. He informed that the e-voting facility will be kept open for the next 30 minutes to enable the Members to cast their vote. Upon completion of the e-voting process meeting was declared to be closed.

The Chairman then thanked the Directors, Members and other Company Officials for their continued support and for attending and participating in the Meeting.

The meeting concluded at 11.20 am with a vote of thanks to the Chair and to the Members attending the meeting.

For Niraj Cement Structurals Limited

Anil Anant Jha
Company Secretary & Compliance Officer
ACS No.: 66063

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Annexure I

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015

Sr. No.	Details of events that need to be provided	Information of such event(s)
1.	Name of the Statutory Auditor	M/s. Chaturvedi Sohan & Co, Chartered Accountants (FRN: 118424W)
2.	Reason for change viz. Appointment, resignation, removal, death or otherwise	Re-appointment of the Statutory Auditors pursuant to completion of term allowed under Section 139 of the Companies Act, 2013.
3.	Date of appointment/ cessation (as applicable)	Re-appointment is for a period of 4 years commencing from the conclusion of 25 th AGM till the conclusion of the 29 th AGM of the Company at such remuneration as may be determined by the Audit Committee and/or Board of Directors of the Company.
4.	Term of Appointment	2023-27 (4 Year)
5.	Brief Profile	M/s. Chaturvedi Sohan & Co. ('the firm ') established in 1999 having over 24 years of experience in the field of accounting, corporate advisory and tax matter having firm registration No. as 118424W. The registered office of the firm is at 320, Tulsiani Chamber, Nariman Point, Mumbai, Maharashtra- 400021.
6.	Disclosure of relationships between directors	None.

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Annexure II

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 09, 2015

Brief Profile of Mrs. Kavita Suresh Hindia

Sr. No.	Details of events that need to be provided	Information of such event(s)
1.	Name of Director	Mrs. Kavita Suresh Hindia (DIN: 09335908)
2.	Reason for change viz. Appointment, resignation, removal, death or otherwise	Regularization of appointment as an Independent Director.
3.	Date of appointment/re-appointment /regularization/ cessation (as applicable)	Regularize on September 26, 2023
4.	Term of Appointment	Five (5) years
5.	Brief Profile	Mrs. Kavita Suresh Hindia (DIN: 09335908) has completed her Master of Management Studies and having experience of two decades in marketing and communication in various Companies.
6.	List of Directorship held in other companies (excluding foreign, private and Section 8 companies)	1
7.	Shareholding, if any in the Company	NIL
8.	Disclosure of relationships between directors	Mrs. Kavita Suresh Hindia is not related to any Director or KMP of the Company.

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