



Niraj Cement Structurals Limited

Date: 10th October, 2024

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 Extra-Ordinary General Meeting of the Company.

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

This is with reference to the **Extra-Ordinary General Meeting** ("EGM") of the Company held on Thursday, 10th October, 2024 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 EGM through electronic means during the period commencing from Monday, 07th October, 2024 (9.00 a.m.) to Wednesday, 09th October, 2024 (5.00 p.m.).

The Company had also provided e-voting facility to the members attending the EGM 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 EGM of the Company.

CIN: L26940MH1998PLC114307

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

Tel.: 66027100 Fax: 25518736 E-mail: info@niraj.co.in Website: www.niraj.co.in



Niraj Cement Structurals Limited

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 Extra-Ordinary General Meeting (“EGM”) of
Niraj Cement Structurals Limited (“Company”)**

The Extra-Ordinary General Meeting (“EGM”) of the Members of the Company was held on Thursday, 10th October, 2024 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’).

Members Present

43 Members were present in the meeting through video conferencing or other audio-visual means.

Directors/KMP Present in the Meeting:

Sr. No.	Name	Designation
1	Mr. Vishram P Rudre	Managing Director and Chairman appointed for the meeting
2	Mr. Sudhakar Balu Tandale	Whole-time Director
3	Mr. Ratan Umesh Sanil	Independent Director
4	Mrs. Dimple Geruja	Independent Director
5	Mr. Vinaykumar Ghuwalewala	Chief Financial Officer (CFO)
6	Mr. Anil Anant Jha	Company Secretary and Compliance Officer

Other Representatives Present in the Meeting:

Sr. No.	Name	Designation
1	M/s. AJP & Associates	Secretarial Auditor

Mr. Anil Anant Jha, Company Secretary welcomed all the Members. Mr. Vishram Rudre, Chairman of the meeting and Managing Director, took the Chair and commenced the

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proceedings of the Meeting, after confirmation of the requisite quorum being present at the Meeting.

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

Further, Secretarial Auditor had also attended the meeting. The Company Secretary informed that the Board of Directors at their meeting held on 13th September, 2024 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 15 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 EGM.

The Notice convening the EGM was taken as read. The Chairman gave an overview of the Resolution to be passed on EGM.

The following items of business as set out in the notice of convening the meeting were transacted through remote e-voting and e-voting during the EGM.

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Sr. No.	Brief Particulars of Resolutions	Type of Resolutions	Mode of Voting
SPECIAL BUSINESS			
1.	To Increase the Authorised Share Capital of the Company and consequently amendment in Memorandum of Association of the Company	Ordinary Resolution	Remote e-voting and e-voting during the AGM
2.	To consider and approve the issue of upto 1,25,00,000 Fully Convertible Warrants (“Warrants/Convertible Warrants”) on a Preferential and Private Placement basis.	Special Resolution	Remote e-voting and e-voting during the AGM
3.	To consider and approve the issue of upto 1,25,50,000 Equity Shares on Preferential and Private Placement basis to certain identified Non-Promoters of the Company .	Special Resolution	Remote e-voting and e-voting during AGM

Mr. Anil Anant Jha then requested the members who had registered themselves as speaker shareholders for the EGM to ask questions/suggestions, if any. The Chairman and Directors replied to the queries and suggestion received from members and noted the constructive suggestions of the members.

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 15 minutes to enable the Members to cast their vote. Upon completion of the e-voting process meeting was declared to be closed.

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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 11.10 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

CIN: L26940MH1998PLC114307

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AJP & ASSOCIATES

Company Secretaries & Trademark Agent

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of,
Extra Ordinary General Meeting of
NIRAJ CEMENT STRUCTURALS LIMITED
Sunder Baug, Opp. Deonar Bus Depot
Deonar, Mumbai-400088

Dear Sir,

Sub: Scrutinizer's Report of remote e-voting and electronic voting conducted for the Extraordinary General Meeting of Niraj Cement Structurals Limited held on Thursday, October 10, 2024 at 11:00 A.M. through Video Conferencing / Other Audio-Visual Means at the Registered Office of the Company.

I, Abhaykumar J. Pal, proprietor of AJP & Associates, Practicing Company Secretary appointed as Scrutinizer by the Board of Directors of **Niraj Cement Structurals Limited ('the Company')**, for the purpose of scrutinizing remote e-voting process and e-voting as per Section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and in accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on resolution(s) set out in the notice convening the (01/2024-25) Extraordinary General meeting ('EGM') of the Shareholders of the Company, held on Thursday, October 10, 2024 at 11:00 AM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), in a fair and transparent manner.

The EGM notice dated September 17, 2024 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders on September 17, 2024 in respect of the below mentioned resolutions passed at the EGM of the Company through electronic mode to those Members whose email addresses are registered with the Registrar and Share Transfer Agent (RTA)/ Depositories, in compliance with the General Circular No. 14/2020, 17/2020, 20/2020 02/2021, 02/2022, 11/2022, 09/2023 and 09/2024 dated April 08, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 05, 2022 and December 28, 2022, September 25, 2023 and September 19, 2024 respectively issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/ HO/ CFD/ PoD-2/ P/ CIR/ 2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (collectively referred to as "SEBI Circulars").



G-75, Sai Dham Shopping Plaza, Nr. Sai Baba Mandir, P. K. Road, Mulund (W), Mumbai- 400080, Maharashtra.

● 022-3508 8858 / +91 90293 66180 ● abhay@ajp.cs.in ● www.ajp.cs.in

The e-voting facility both for e-voting prior to the EGM ('remote e-voting') and voting at the EGM by electronics means ('e-voting') was provided by National Securities Depository Limited ('NSDL').

The shareholders of the Company holding shares as on the "cut-off" date i.e. Thursday, October 03, 2024, were entitled to vote on the resolutions as mentioned in the Notice of the Extraordinary General Meeting.

In accordance with the Notice of the EGM and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the remote e-voting commenced on Monday, October 07, 2024 at 09:00 A.M. (IST) and ended on Wednesday, October 09, 2024 at 05:00 P.M. (IST).

The Company has also provided e-voting facility for 15 minutes after the conclusion of the EGM, for those Members who were present at the meeting through VC/OAVM but could not participate in the remote e-voting to record their votes on the resolutions to be passed.

I have scrutinized and reviewed the vote cast through remote e-voting and e-voting during the meeting based on the data downloaded from the NSDL's e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting & e-voting during the EGM on the resolutions mentioned in the notice of the EGM.

I submit consolidated report as under on the result of the remote e-voting & e-voting during the EGM in respect of the following Resolutions.

Date of the Extra-Ordinary General Meeting (EGM)	October 10, 2024
Total number of shareholders on record date <i>(i.e., as on Thursday, October 03, 2024)</i>	14,388
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NA
Public:	
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	04
Public:	39



SPECIAL BUSINESS:

ITEM NO. 1.

Increase the Authorised Share Capital of the Company and consequently amendment in Memorandum of Association of the Company.

E-Voting

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/Dissent
1.	Total E-voting received	49	2,81,46,508	--
2.	Total E-voting at Venue	--	--	--
3.	Less-Invalid E-voting	--	--	--
4.	Net valid E-voting	49	2,81,46,508	100.00%
5.	E-voting with assent	48	2,81,45,508	99.9964%
6.	E-voting with dissent.	01	1,000	0.0036%

Based on the aforesaid results, item no. 1 of the notice dated September 17, 2024, has been duly passed as an **Ordinary Resolution** by the Members through e-voting conducted during the EGM, as well as through remote e-voting, with the requisite majority.

ITEM No. 2:

To consider and approve the issue of upto 1,25,00,000 Fully Convertible Warrants ("Warrants/Convertible Warrants") on a Preferential and Private Placement basis.

E-Voting

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/Dissent
1.	Total E-voting received	50	2,81,46,608	--
2.	Total E-voting at Venue	--	--	--
3.	Less-Invalid E-voting	--	--	--
4.	Net valid E-voting	50	2,81,46,608	100.00%
5.	E-voting with assent	49	2,81,45,608	99.9964%
6.	E-voting with dissent.	01	1,000	0.0036%

Based on the aforesaid results, item no. 2 of the notice dated September 17, 2024, has been duly passed as a **Special Resolution** by the Members through e-voting conducted during the EGM, as well as through remote e-voting, with the requisite majority.



ITEM No. 3:

To consider and approve the issue of upto 1,25,50,000 Equity Shares on Preferential and Private Placement basis to certain identified Non-Promoters of the Company.

E-Voting

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	50	2,81,46,608	--
2.	Total E-voting at Venue	--	--	--
3.	Less-Invalid E-voting	--	--	--
4.	Net valid E-voting	50	2,81,46,608	100.00%
5.	E-voting with assent	49	2,81,45,608	99.9964%
6.	E-voting with dissent.	01	1,000	0.0036%

Based on the aforesaid results, item no. 3 of the notice dated September 17, 2024, has been duly passed as a **Special Resolution** by the Members through e-voting conducted during the EGM, as well as through remote e-voting, with the requisite majority.

FOR AJP & ASSOCIATES



Abhay J. Pal
Company Secretaries
Mem. No. A59534 & CP. 23812
PR. 5861/2024

Date: 10/10/2024
Place: Mumbai
UDIN. A059534F001518618

Countersigned by
For Niraj Cement Structurals Limited



Mr. Vishram Pandurang Rudre
Chairman of the EGM

Name of the Company	NIRAJ CEMENT STRUCTURALS LIMITED
Date of the Extra-ordinary General Meeting (EGM)	10 October 2024
Total number of shareholders on record date (i.e., as on Tuesday October 03, 2024)	14,388
No. of shareholders present in the meeting either in person or through proxy:	<i>No arrangement for a physical meeting or appointment of proxy was made as the EGM was held through VC/OAYM</i>
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing:	-
Promoters and Promoter Group:	04
Public:	39



Resolution No. 1 - Increase the Authorised Share Capital of the Company and consequently amendment in Memorandum of Association of the Company.

Resolution required (Ordinary / Special): Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?: No

Sr. No	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter and Promoter Group	E-Voting	97,40,824	69,40,946	71.2563	69,40,946	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		97,40,824	69,40,946	71.2563	69,40,946	0	100.0000	0.0000
B	Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000	0.0000
C	Public- Non Institutions	E-Voting	3,04,14,476	2,12,05,562	69.7219	2,12,04,562	1,000	99.9953	0.0047
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (A+B+C)		3,04,14,476	2,12,05,562	69.7219	2,12,04,562	1,000	99.9953	0.0047
			4,01,55,300	2,81,46,508	70.0941	2,81,45,508	1,000	99.9964	0.0036

Whether Resolution is Passed or Not: YES



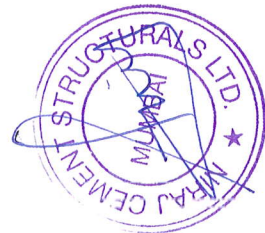
Resolution No. 2 - To consider and approve the issue of upto 1,25,00,000 Fully Convertible Warrants ("Warrants/Convertible Warrants") on a Preferential and Private Placement basis.

Resolution required (Ordinary /Special): Special

Whether promoter/ promoter group are interested in the agenda/resolution?: Yes

Sr. No	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter and Promoter Group	E-Voting	97,40,824	69,40,946	71.2563	69,40,946	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		97,40,824	69,40,946	71.2563	69,40,946	0	100.0000	0.0000
B	Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000	0.0000
C	Public- Non Institutions	E-Voting	3,04,14,476	2,12,05,662	69.7223	2,12,04,662	1,000	99.9953	0.0047
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,04,14,476	2,12,05,662	69.7223	2,12,04,662	1,000	99.9953	0.0047
Total (A+B+C)			4,01,55,300	2,81,46,608	70.0944	2,81,45,608	1,000	99.9964	0.0036

Whether Resolution is Passed or Not: YES



Resolution No. 3 - To consider and approve the issue of upto 1,25,50,000 Equity Shares on Preferential and Private Placement basis to certain identified Non-Promoters of the Company.

Resolution required (Ordinary /Special): Special

Whether promoter/ promoter group are interested in the agenda/resolution?: No

Sr. No	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter and Promoter Group	E-Voting	97,40,824	69,40,946	71.2563	69,40,946	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		97,40,824	69,40,946	71.2563	69,40,946	0	100.0000	0.0000
B	Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000	
C	Public- Non Institutions	E-Voting	3,04,14,476	2,12,05,662	69.7223	2,12,04,662	1,000	99.9953	0.0047
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,04,14,476	2,12,05,662	69.7223	2,12,04,662	1,000	99.9953	0.0047
	Total (A+B+C)		4,01,55,300	2,81,46,608	70.0944	2,81,45,608	1,000	99.9964	0.0036

Whether Resolution is Passed or Not: YES

