



Niraj Cement Structurals Limited

**Dated: 30<sup>th</sup> May, 2024**

To,

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

**Sub: Annual Secretarial Compliance Report for the period ended 31<sup>st</sup> March, 2024.**

In terms of Regulation 24A of SEBI (Listing and Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI Circular No. CIR/CFD/CMD/27/2019 dated February 8, 2019, please find enclosed herewith Annual Secretarial Compliance Report dated May 29, 2024 for the Financial Year 2023-24 issued by M/s. AJP & Associates, Practicing Company Secretary.

Kindly take the information on records and oblige.

Thanking you,

**Yours Faithfully**

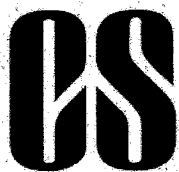
**For Niraj Cement Structurals Limited**

ANIL  
ANANT JHA  
Digitally signed by  
ANIL ANANT JHA  
Date: 2024.05.30  
13:13:29 +05'30'

**Anil Anant Jha**  
**Company Secretary & Compliance Officer**  
**ACS: 66063**

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



# AJP & ASSOCIATES

Company Secretaries & Trademark Agent

## SECRETARIAL COMPLIANCE REPORT

OF

### NIRAJ CEMENT STRUCTURALS LIMITED

(For the year ended March 31, 2024)

Under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

**NIRAJ CEMENT STRUCTURALS LIMITED**

Niraj House, Sunder Baug,

Opp. Deonar Bus Depot,

Deonar, Chembur,

Mumbai- 400088

I, **Abhaykumar J. Pal** have examined:

- all the documents and records made available to us and explanation provided by **NIRAJ CEMENT STRUCTURALS LIMITED** ("the Company" or "the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchange,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *[Not applicable to the Company during the review period]*

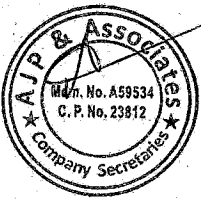


G-75, Sai Dham Shopping Plaza, Nr. Sai Baba Mandir, P. K. Road, Mulund (W), Mumbai- 400080, Maharashtra.

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

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; ***[Not applicable to the Company during the review period]***
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; ***[Not applicable to the Company during the review period]***
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ***[Not applicable to the Company during the review period]***
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; ***[Not applicable to the Company during the review period]***
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder and based on the above examination, I, hereby report that, during the review period:



- I. (a) The listed entity has complied with the provisions of the above regulations and circulars/ guidelines issued, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	--	--	--	--	--	--	--	--	--	--

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

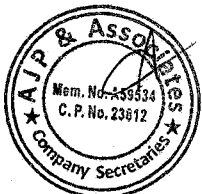
Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	All related party transactions shall require prior approval of the audit committee and	Regulation 23 of the SEBI LODR	The Company has exceeded the approved	SEBI Vide Adjudication Order No.	Penalty under section 15HB of the SEBI	The Company had not obtained mandatory shareholde	INR. 4,00,000/-	There are few transactions that the Company had entered with Related Party have exceeded	The Company has paid fine of INR. 4,00,000/- on March 12, 2024 pursuant to SEBI order	--



all material related party transactions shall require prior approval of the shareholders.	limit by members in its transactions with Related Party.	Order /BM/ GN/2 023-24/30 073 dt. 06/03 /2024	Act, 1992	rs' approval for a modification in material RPT.	the limit that was approved by its members.	dated March 06, 2024 and same communicated to Adjudicating officer of SEBI vide email dated March 12, 2024.
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II. Compliances related to the resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019:

Sr. No.	Particulars	Compliance Status (Yes / No)	Observations / Remarks By PCS
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	No such event of the resignation of a statutory auditor occurred during the review period.



2.	<b>Other conditions relating to the resignation of the statutory auditor</b>		
	i. Reporting of concerns by the Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	No such event of the resignation of a statutory auditor occurred during the review period.
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign,all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by themanagement, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. <b>Disclaimer in case of non-receipt of information:</b></p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by</p>	NA	No such event of the resignation of a statutory auditor occurred during the review period.



	ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in <i>Annexure-A</i> in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	NA	No such event of the resignation of a statutory auditor occurred during the review period.

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/Na)	Observations/Remarks By PCS*
1.	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	--
2.	<b>Adoption and timely updation of the Policies:</b>  <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	YES	--
3.	<b>Maintenance and disclosures on the Website:</b>  <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate</li> </ul>	YES	--



	<p>section on the website</p> <ul style="list-style-type: none"> <li>• Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website.</li> </ul>		
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Directors (s) of the Company is/ are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.</p>	YES	--
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>a) Identification of material subsidiary companies</p> <p>b) Disclosure requirement of material as well as other subsidiaries</p>	YES	--
6.	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	--
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted a performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	YES	
8.	<p><b>Related Party Transactions:</b></p> <p>a) The listed entity has obtained prior approval of Audit Committee for all</p>		





	related party transactions; or  b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes  N.A.	--  --
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	--
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	--
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under except as provided under separate paragraph herein.	YES	The SEBI has taken an action and levy penalty of <b>INR. 4,00,000/-</b> against the Company vide its adjudication order no. Order/BM/GN/2023-24/30073 dt. March 06, 2024 for not obtained mandatory shareholders' approval for a modification in material RPT.
12.	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc.	N.A.	--

#### IV. Assumptions and Limitations of the Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the

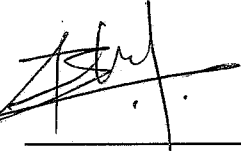


management of the Listed entity;

2. My responsibility is to report based on my examination of relevant documents and information. This is neither an audit nor an expression of opinion;
3. I have not verified the correctness and appropriateness of the Financial Records and Books of Accounts of the listed entity; and
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**FOR AJP & ASSOCIATES  
Company Secretaries**



  
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**Abhay J. Pal**  
**ACS. 59534 & CP. 23812**  
**PR. 2078/2022**

**Date: 29/05/2024**  
**Place: Mumbai**  
**UDIN. A059534F000486367**