

Dated 22nd February, 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: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed Postal Ballot Notice dated 12th February, 2024 along with Explanatory Statement which is being sent to the Members of Niraj Cement Structurals Limited ("the Company") whose names appear in the Register of Members / List of Beneficial Owners as on 16th February, 2024, being the cut-off date, seeking their approval for the special business(es) as set out in the Postal Ballot Notice.

Postal Ballot Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id is registered with the Company / Depositories, as on 16th February, 2024 ("Cut-off Date").

Commencement of E-voting : Saturday, 24th February, 2024 from 9.00 a.m.
Conclusion of E-voting : Monday, 25th March, 2024 till 5.00 p.m.

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

The Postal Ballot Notice is also available on the Company's website at www.niraj.co.in.

Request you to please take the same on your records.

Thanking you,

Yours Faithfully,

For Niraj Cement Structurals Limited

ANIL

ANANT JHA

Digitally signed by
ANIL ANANT JHA
Date: 2024.02.22
10:42:13 +05'30'

Anil Anant Jha

Company Secretary & Compliance Officer

ACS: 66063



Niraj Cement Structurals Limited

POSTAL BALLOT NOTICE

[Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Members,
Niraj Cement Structurals Limited

NOTICE is hereby given in compliance with and pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), as amended from time to time, and in accordance with the guidelines prescribed by Ministry of Corporate Affairs (“MCA”) for conducting postal ballot through e-voting vide General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/ 2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 hereinafter collectively referred to as “MCA Circulars”) and other applicable provisions of the Act, Rules, SEBI LODR, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being enforced), to transact the special business(es) as set out hereunder by passing the resolution(s) as appended below by means of voting through postal ballot by electronic means (“remote e-voting”). Accordingly, the said resolution(s) and the explanatory statement stating all material facts and the reasons /rationale thereof for the proposal are appended below.

Pursuant to Rule 22(5) of the Rules, the Company has appointed Mr. Abhay J. Pal (Mem. No. A59534), Proprietor of M/s. AJP & Associates, Practicing Company Secretaries (CP No. 23812), Mumbai as Scrutinizer for conducting the postal ballot process through remote e-voting in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all the Members of the

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Niraj Cement Structurals Limited

Company to enable them to cast their votes electronically and has engaged the services of CDSL for the same. The e-voting facility is available at <https://www.evotingindia.com>. The instructions for electronic voting form part of this Notice.

SPECIAL BUSINESS:

1. RE-APPOINTMENT OF MR. VISHRAM PANDURANG RUDRE (DIN: 08564350) AS A MANAGING DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”), the Rules made thereunder read with Schedule V to the Act, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to all other requisite consents and approvals, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Vishram Pandurang Rudre (DIN: 08564350) as a Managing Director of the Company, for a period of five consecutive years, with effect from 13th February, 2024 at a remuneration and other terms and conditions as mentioned below:

1. **Period of appointment:** 5 consecutive years with effect from 13th February, 2024 till 12th February, 2029.
2. Remuneration:
 - (a) Annual Pay (inclusive of basic salary, perquisites and allowances): Upto Rs. 15,00,000/- per annum, payable on monthly basis.
 - (b) Perquisites & Allowances: According to policy made from time to time by Board of Directors.
3. Mr. Vishram Pandurang Rudre shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
4. Mr. Vishram Pandurang Rudre shall be liable to retire by rotation. However, retirement by rotation and appointment shall not be deemed to be a break in service as Managing Director.

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Niraj Cement Structurals Limited

5. The total remuneration payable to Mr. Vishram Pandurang Rudre, Managing Director shall not exceed such limits as may be prescribed in the Companies Act, 2013 and the rules made thereunder.

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 authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

2. RE-APPOINTMENT OF MR. SUDHAKAR BALU TANDALE (DIN: 09083084) AS A WHOLE-TIME DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”), the Rules made thereunder read with Schedule V to the Act, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to all other requisite consents and approvals, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Sudhakar Balu Tandale (DIN: 09083084) as a Whole-Time Director of the Company, for a period of five consecutive years, with effect from 13th February, 2024 at a remuneration and other terms and conditions as mentioned below:

1. **Period of appointment:** 5 consecutive years with effect from 13th February, 2024 till 12th February, 2029.
2. **Remuneration:**
 - (a) Annual Pay (inclusive of basic salary, perquisites and allowances): Upto Rs. 15,00,000/- per annum, payable on monthly basis.

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Niraj Cement Structurals Limited

(b) Perquisites & Allowances: According to policy made from time to time by Board of Directors.

3. Mr. Sudhakar Balu Tandale shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
4. Mr. Sudhakar Balu Tandale shall be liable to retire by rotation. However, retirement by rotation and appointment shall not be deemed to be a break in service as Whole-time Director.
5. The total remuneration payable to Mr. Sudhakar Balu Tandale, Whole-time Director shall not exceed such limits as may be prescribed in the Companies Act, 2013 and the rules made thereunder.

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 authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

3. Approval of Material Related Party Transaction with M/s. Niraj - Patel JV, a Joint Venture.

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's policy on Related Party Transaction(s), as well as subject to requisite approval(s),

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Niraj Cement Structurals Limited

consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) of the company for entering into/ proposed to be entered into the material Related Party Transaction(s)/ contract(s)/ arrangement(s) / agreement(s) with M/s. Niraj – Patel JV, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for Sale & Purchase of goods or service and/or on commission basis, receiving & rendering of services and other transactions of business for a period of Five (5) years commencing from 2023-24 to financial 2027-28, individually and/or aggregate upto an amount not exceeding Rs. 400 Crores in a financial year provided that said transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) or Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

4. Approval of Material Related Party Transaction with M/s. Niraj - Babulnath JV, a Joint Venture.

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the

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Niraj Cement Structurals Limited

Company's policy on Related Party Transaction(s), as well as subject to requisite approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) of the company for entering into/ proposed to be entered into the material Related Party Transaction(s)/ contract(s)/ arrangement(s) / agreement(s) with M/s. Niraj - Babulnath JV, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for Sale & Purchase of goods or service and/or on commission basis, receiving & rendering of services and other transactions of business for a period of Five (5) years commencing from 2023-24 to financial 2027-28, individually and/or aggregate upto an amount not exceeding Rs. 400 Crores in a financial year provided that said transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) or Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect."

5. Approval of Material Related Party Transaction with M/s. Niraj - Jandu JV, a Joint Venture.

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with rules made thereunder (including any statutory modification(s) or re-enactment(s)

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thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's policy on Related Party Transaction(s), as well as subject to requisite approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) of the company for entering into/ proposed to be entered into the material Related Party Transaction(s)/ contract(s)/ arrangement(s) / agreement(s) with M/s. Niraj - Jandu JV, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for Sale & Purchase of goods or service and/or on commission basis, receiving & rendering of services and other transactions of business for a period of Five (5) years commencing from 2023-24 to financial 2027-28, individually and/or aggregate upto an amount not exceeding Rs. 400 Crores in a financial year provided that said transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) or Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect."

By order of the Board of Directors

For Niraj Cement Structurals Limited



Anil Anant Jha

Company Secretary and Compliance Officer

Date: 12th February, 2024

Place: Mumbai

CIN: L26940MH1998PLC114307

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Niraj Cement Structurals Limited

NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals set out in resolution annexed herewith.
2. The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 16th February, 2024.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at 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.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form 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 to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, C-101, 1st Floor, 247 Park, L.B.S Marg, Vikhroli West, Mumbai - 400083.
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members as on Friday, 16th February, 2024 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, 16th February, 2024. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.

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Niraj Cement Structurals Limited

8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all the Members of the Company to enable them to cast their votes electronically and has engaged the services of NSDL for the same. The e-voting facility is available at the link evoting@nsdl.co.in. The instructions for electronic voting form part of this Notice.
9. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorised representatives, with proof of their authorization.
10. The Company has appointed Mr. Abhay J. Pal, Proprietor of M/s. AJP & Associates, Practicing Company Secretaries (CP No. 23812) as Scrutinizer for conducting the Postal Ballot process including e-voting in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorised by the chairman after completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or a person duly authorized by him in writing on or before 27th March, 2024 at the Registered Office of the Company and shall also be displayed on the Company's website at www.niraj.co.in, and notice board at the Registered Office of the Company and communicated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.
12. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed e-voting process i.e. Monday, 25th March, 2024.
13. In case any member has queries, grievances or issues relating to Postal Ballot, members are requested to write an email to rnt.helpdesk@linkintime.co.in, Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083; Phone Number: 022-49186000 and write an email to Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
14. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**
 - I. The remote e-voting period begins on Saturday, 24th February, 2024 at 9:00 A.M. and ends on Monday, 25th March, 2024 at 5:00 P.M. The remote e-voting module shall be

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Niraj Cement Structurals Limited

disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 16th February, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16th February, 2024.

II. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to

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register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi

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	<p>username & password.</p> <ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important 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.

CIN: L26940MH1998PLC114307

HEAD OFFICE : Niraj House, Sunder Baug, Near Deonar Bus Depot, Deonar, Chembur, Mumbai-400 088.

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Niraj Cement Structurals Limited

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is

CIN: L26940MH1998PLC114307

HEAD OFFICE : Niraj House, Sunder Baug, Near Deonar Bus Depot, Deonar, Chembur, Mumbai -400 088.

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



Niraj Cement Structurals Limited

	12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

CIN: L26940MH1998PLC114307

HEAD OFFICE : Niraj House, Sunder Baug, Near Deonar Bus Depot, Deonar, Chembur, Mumbai 400 088.

FACTORY : C-55, TTC Industrial Area, Thane Belapur Road, Navi Mumbai.

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Niraj Cement Structurals Limited

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

CIN: L26940MH1998PLC114307

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Niraj Cement Structurals Limited

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to abhay@ajp.cs.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mrs. Prajakta Pawle at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs@niraj.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@niraj.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

CIN: L26940MH1998PLC114307

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



Niraj Cement Structurals Limited

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

CIN: L26940MH1998PLC114307

HEAD OFFICE : Niraj House, Sunder Baug, Near Deonar Bus Depot, Deonar, Chembur, Mumbai 7400 088.

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Niraj Cement Structurals Limited

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

Item No. 1:

The Board of Directors of the Company, upon the recommendation of the Nomination and Remuneration Committee, at their meeting held on 12th February, 2024 approved the Re-appointment of Mr. Vishram Pandurang Rudre as the Managing Director of the Company.

Mr. Vishram Pandurang Rudre has been associated with the group since 2021 and had been serving as Managing Director of the Company since, 2021. An industry veteran with over decades of experience, Mr. Vishram Pandurang Rudre has played an instrumental role in expanding businesses and leading the profitable growth of the Company. The current tenure of Mr. Vishram Pandurang Rudre as Managing Director of the Company is due to expire on 12th February, 2024. Accordingly, the Board of Directors of the Company, upon the recommendation of the Nomination and Remuneration Committee, at their meeting held on 12th February, 2024, approved and recommended to the shareholders, the re-appointment of Mr. Vishram Pandurang Rudre (DIN: 08564350) as Managing Director of the Company for a period of five consecutive years commencing from 13th February, 2024 till 12th February, 2029. Mr. Vishram Pandurang Rudre is not disqualified in terms of Sections 164 and 196 of the Companies Act, 2013 (“the Act”) from being appointed as Managing Director of the Company and he has given his consent to act as Managing Director.

Mr. Vishram Pandurang Rudre is also not debarred from holding the office of a Director by virtue of any SEBI order or any other authority.

In terms of Section 160 of the Act, the Company has also received a notice in writing from a member proposing his candidature for the office of Director.

The information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 is provided under the head “Additional Information”. In compliance with the provisions of the Act, the terms of remuneration specified in the resolution are placed before the Members in this notice for their approval. Your Directors recommend the resolution at Item No. 1 as Ordinary Resolution for your approval.

Save and except the above, none of the other Directors/ Key Managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

CIN: L26940MH1998PLC114307

HEAD OFFICE : Niraj House, Sunder Baug, Near Deonar Bus Depot, Deonar, Chembur, Mumbai-400 088.

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Niraj Cement Structurals Limited

Item No. 2:

The Board of Directors of the Company, upon the recommendation of the Nomination and Remuneration Committee, at their meeting held on 12th February, 2024 approved the Re-appointment of Mr. Sudhakar Balu Tandale as the Wholetime Director of the Company.

Mr. Sudhakar Balu Tandale has been associated with the group since 2021 and had been serving as Whole-time Director of the Company since, 2021. An industry veteran with over decades of experience, Mr. Sudhakar Balu Tandale has played an instrumental role in expanding businesses and leading the profitable growth of the Company.

The current tenure of Mr. Sudhakar Balu Tandale as Whole-time Director of the Company is due to expire on 12th February, 2024. Accordingly, the Board of Directors of the Company, upon the recommendation of the Nomination and Remuneration Committee, at their meeting held on 12th February, 2024, approved and recommended to the shareholders, the re-appointment of Mr. Sudhakar Balu Tandale (DIN: 09083084) as Wholetime Director of the Company for a period of five consecutive years commencing from 13th February, 2024, 2024 till 12th February, 2029.

Mr. Sudhakar Balu Tandale is not disqualified in terms of Sections 164 and 196 of the Companies Act, 2013 ("the Act") from being appointed as Wholetime Director of the Company and he has given his consent to act as Wholetime Director.

Mr. Sudhakar Balu Tandale is also not debarred from holding the office of a Director by virtue of any SEBI order or any other authority.

In terms of Section 160 of the Act, the Company has also received a notice in writing from a member proposing his candidature for the office of Director.

The information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 is provided under the head "Additional Information". In compliance with the provisions of the Act, the terms of remuneration specified in the resolution are placed before the Members in this notice for their approval. Your Directors recommend the resolution at Item No. 2 as Ordinary Resolution for your approval.

Save and except the above, none of the other Directors/ Key Managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

CIN: L26940MH1998PLC114307

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



Niraj Cement Structurals Limited

Item Nos. 3 to 5:

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended and the Company's policy on dealing with Related Party Transactions ("Policy"), any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs.1,000 Crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business and at arm's length basis.

Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not.

The value of proposed transactions with Related Party is likely to exceed the aforesaid limit approved by the members in their meeting held on 26th September, 2023, therefore the Audit Committee, after reviewing all necessary information has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

Details of the proposed RPTs between the Company and Related Party, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, are as follows:

<i>Description</i>	<i>Details of Proposed RPTs with the Company</i>		
	Niraj-Patel (JV)	Niraj Babul Nath (JV)	Niraj-Jandu (JV)
It's relationship with the Company or its subsidiary, including nature of its concern or interest (financial or	Joint Venture	Joint Venture	Joint Venture

CIN: L26940MH1998PLC114307

HEAD OFFICE : Niraj House, Sunder Baug, Near Deonar Bus Depot, Deonar, Chembur, Mumbai 400 088.

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Niraj Cement Structurals Limited

otherwise).			
Tenure of the proposed transaction (Particular tenure shall be specified).	5 Year commencing from 2023-24 till 2028-29	5 Year commencing from 2023-24 till 2028-29	5 Year commencing from 2023-24 till 2028-29
Value of the proposed transaction.	Rs. 400 Crores for each financial year	Rs. 400 Crores for each financial year	Rs. 400 Crores for each financial year
Type, material terms and particulars of the proposed transaction.	Sale & Purchase of goods or service and/or on commission basis, receiving & rendering of services and other transactions of business	Sale & Purchase of goods or service and/or on commission basis, receiving & rendering of services and other transactions of business	Sale & Purchase of goods or service and/or on commission basis, receiving & rendering of services and other transactions of business
Percentage of the Company's annual Consolidated turnover, for the immediately preceding financial year that is represented by the value of the proposed transaction.	66.11	66.11	66.11
Justification for the proposed transaction.	The Company has not been taking up any new projects. The Company has the required financial strength and is now working on getting new orders and building up the order book with the utilities, Government and the private sector. Till such time the Company is able to secure direct orders, the Company now proposes to execute sub-contracting from other players in the market.		

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 3 to 5 of this Notice as an **Ordinary Resolution**.

CIN: L26940MH1998PLC114307

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Niraj Cement Structurals Limited

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the **Ordinary Resolution** set forth at Item No. 3 to 5 of the Notice, whether the entity is a Related Party to the particular transaction or not.

By order of the Board of Directors

For Niraj Cement Structurals Limited



Anil Anant Jha

Company Secretary and Compliance Officer

Date: 12th February, 2024

Place: Mumbai

Additional Information

CIN: L26940MH1998PLC114307

HEAD OFFICE : Niraj House, Sunder Baug, Near Deonar Bus Depot, Deonar, Chembur, Mumbai 22 400 088.

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Niraj Cement Structurals Limited

Additional Information

Information as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India for item no. 1 and 2:

Name of the Director	Mr. Vishram Pandurang Rudre	Mr. Sudhakar Balu Tandale
Date of Appointment	13/02/2021	13/02/2021
Date of first appointment on the Board	13/02/2021	13/02/2021
Date of Birth	07/06/1971	21/08/1975
Expertise in Specific Functional areas and Experience	He has over a 23 years of experience in infrastructure and construction business.	He has over a decade experience in infrastructure Industry
Educational Qualifications	Bachelor of Commerce	Graduate
Directorship in other companies (including any listed entity resigned during the last 3 years)	Niraj Consulting Group Limited Niraj Build India Limited	Niraj Consulting Group Limited Niraj Build India Limited
Membership / Chairmanships of committees of Other Boards (including any listed entity resigned during the last 3 years)	Nil	Nil
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Details of remuneration sought to be paid are mentioned in item no. 1 of this Notice.	Details of remuneration sought to be paid are mentioned in item no. 2 of this Notice.
Shareholding in the Company	Nil	Nil
Relationship between Directors inter-se/ Manager and KMPs	Not related to the Director, MD, Promoter and KMP	Not related to the Director, MD, Promoter and KMP
Number of Meetings of the Board attended during the year	5 out of 5 during FY 2023-24	5 out of 5 during FY 2023-24

CIN: L26940MH1998PLC114307

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