



Niraj Cement Structurals Ltd

7th September, 2020

To
Corporate Relation Department
BSE Limited
Dalal Street, Fort,
Mumbai - 400 001

Scrip Code: 532986

Sub: Notice of the 22nd Annual General Meeting (AGM) and Annual Report for F.Y. 2019-20
Regulation: 30 & 34(1) of SEBI (LODR) Regulation, 2015

Dear Sir/Madam,

Please find enclosed herewith the Notice of the 22nd Annual General Meeting of the Company scheduled to be held on Wednesday, 30th September, 2020 at 9.30 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OVAM) alongwith the Annual Report for the financial year 2019-2020.

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

Kindly take the same on records.

Thanking you,

Yours Faithfully,

For **Niraj Cement Structurals Limited**

Anupkumari Shukla
Company Secretary & Compliance Officer
ACS: 57428



Encl: as above

CIN : L26940MH1998PLC114307

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

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**Niraj Cement
Structurals Ltd**



**22nd Annual Report
2019 - 2020**

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Gulshan Vijaykumar Chopra	-	Managing Director
Ratan Krishan Chopra	-	Whole-Time Director
Gurpur Ramdas Kamath	-	Independent Director
Dimple D. Geruja	-	Independent Director
Ratan Sanil	-	Independent Director
Vishwadeo Sharma	-	Independent Director
Prabir Ghosh	-	Independent Director (resigned w.e.f 18 th September 2019)

AUDITORS

Chaturvedi Sohan & Co, Chartered Accountants
(Firm Registration No.: 118424W)
320, Tulsiani Chambers,
Nariman Point,
Mumbai - 400021

BANKERS

ICICI Bank Ltd.
Yes Bank Ltd.

KEY MANAGERIAL PERSONNEL

Gulshan Vijaykumar Chopra	-	Managing Director
Ratan Krishan Chopra	-	Whole Time Director
Soni Agarwal	-	Chief Financial Officer
Anupkumari Shukla	-	Company Secretary & Compliance Officer

ISIN - INE368I01016

REGISTERED OFFICE:

Niraj House, Sunder Baug,
Near Deonar Bus Depot, Chembur (East)
Mumbai – 400 088
Phone No.: +91 22 66027100
Fax No.: +91 22 2551 8736
E-mail Id: cs@niraj.co.in
Website: www.niraj.co.in

REGISTRAR & TRANSFER AGENTS

Link Intime India Private Limited,
C-101, 1st Floor, 247 Park, L. B. S. Marg,
Vikhroli (West), Mumbai – 400 083
Tel No: 022-49186000 Fax No.: 022-49186060

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NIRAJ CEMENT STRUCTURALS LIMITED

CIN - L26940MH1998PLC114307

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

Email Id– cs@niraj.co.in Phone No. – +91 22 66027100

NOTICE OF TWENTY SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 22ND ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF NIRAJ CEMENT STRUCTURALS LIMITED WILL BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2020 AT 9.30 A.M.IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2020, together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Gulshan Chopra (DIN: 01068051) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

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

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

Date: 2nd September, 2020

Place: Mumbai

Registered Office:

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

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular dated 5th May, 2020 read with General Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA General Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Companies Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA General Circular and subsequent Circulars issued by SEBI, the AGM of the Company is being held physically and also through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC/OAVM, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy form and Attendance Slip are not annexed to this Notice. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to dng.associates1@gmail.com with a copy marked to cs@niraj.co.in.
3. Members can login and join 30 (thirty) minutes prior to the scheduled time of Meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. Members are allowed to participate on first come first serve basis, as participation through video conferencing is limited upto 1000 members only. However, the participation of Members holding 2% or more, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. is not restricted on first come first serve basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In respect of the resolution at item No. 2, a statement giving additional information on the Director seeking re-appointment is annexed hereto as required under SEBI Listing Regulations, as amended, read with Secretarial Standard – 2 on General Meetings..
6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA for assistance in this regard.
7. Members are advised to make nomination in respect of their shareholdings in the Company. The Nomination Form can be downloaded from the Company’s website www.niraj.co.in. Members holding shares in physical form should file their nomination with M/s. Link Intime India Private Limited (“LI IPL”), Company’s Registrar and Share Transfer Agent whilst those Members holding shares in dematerialised mode should file their nomination with their Depository Participant.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form w.e.f., 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or LI IPL Company’s Registrar and Share Transfer Agent, for assistance in this regard.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company’s Registrar and Share Transfer Agent.
12. In compliance with the aforesaid MCA General Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members who have not yet registered their email

addresses are requested to register the same with their Depository Participant(s) in case the shares are held by them in electronic form and with LIPL in case the shares are held by them in physical form.

13. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website www.niraj.co.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and notice of AGM shall be available on the website of Central Depository Services (India) Limited (CDSL) www.evotingindia.com.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of Companies Act, and all other documents referred to in the Annual Report, will be available in electronic mode. Members can inspect the same by sending an email to cs@niraj.co.in. Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register / update the or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at cs@niraj.co.in or to Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in
15. The Register of Members and Share Transfer Books of the Company shall remain closed from 23rd September, 2020 to 30th September, 2020 (both days inclusive) for the purpose of Annual General Meeting of the Company.
16. Pursuant to Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company is providing facilities for remote e-voting (refer instructions at point no. 17) and voting during the AGM by electronic means (refer instructions at point no. 20) to all Members in proportion to their shareholding as on the cut-off date i.e. 23rd September, 2020 (as per the applicable regulations). All the businesses contained in this Notice may be transacted through above mentioned e-voting facilities, being provided by Central Depository Services (India) Limited (CDSL).
17. The instructions for shareholders for remote e-voting are as under:
 - (i) The voting period begins on Sunday, 27th September, 2020 at 9.00 a.m. and ends on Tuesday, 29th September, 2020 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 29th September, 2020.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on “Shareholders” module.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/LIPL or contact LIPL.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote,

provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN 200903067 for Niraj Cement Structurals Limited on which you choose to vote.
 - (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
 - (xviii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
 - (xx) Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same. The authorization in respect of Representative(s) of the Corporation shall be received by the scrutiniser /Company before close of e-voting.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; cs@niraj.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
18. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:
- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to our Registrar and Share Transfer Agent at rnt.helpdesk@linkintime.co.in.
 - (ii) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to our Registrar and Share Transfer Agent at rnt.helpdesk@linkintime.co.in.

- (iii) The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.
19. The details of the process and manner for participating in AGM through VC/OAVM are explained herein below:
- (i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Members login where the EVSN of Company will be displayed.
 - (ii) Shareholders are encouraged to join the Meeting through Laptops / IPads having audio/video facility for better experience and Internet with a good speed to avoid any disturbance during the Meeting.
 - (iii) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - (iv) Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 (three) days prior to meeting i.e. on or before 26th September, 2020** mentioning their name, demat account number/folio number, email id, mobile number at cs@niraj.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast **5 (five) days prior to meeting i.e. on or before 24th September, 2020** mentioning their name, demat account number/folio number, email id, mobile number at Info@niraj.co.in. These queries will be replied to by the company suitably by email.
 - (v) Only those shareholders who have registered themselves as speakers will be allowed to express their views/ ask questions during the Meeting.
 - (vi) Members can also view AGM through webcast online streaming link available at CDSL voting website after using their log in credentials and selecting EVSN of the Company.
20. **The instructions for shareholders for e-voting during the AGM are as under:**
- (i) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 - (ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
 - (iii) If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.
 - (iv) Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
21. If you have any queries or issues regarding attending AGM & e-voting from the e-voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. NitinKunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022- 23058543). All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058738 / 022-23058542/43.
22. **Details of Scrutinizer and result of e-voting:**
- (i) The Company has appointed CS Nehil Dugar, M/s. DNG & Associates, Practicing Company Secretaries, Mumbai (Membership No. 51130) to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.

- (ii) The Scrutinizer shall submit his report to the Chairperson of the Meeting or any person authorized by him within 48 hours of the conclusion of the AGM. The Results declared along with the report of Scrutinizer shall be placed on the website of the Company www.niraj.co.in and on website of CDSL immediately after declaration of results by the Chairperson or person authorized by him in this behalf. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
- (iii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM.

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

Date: 2nd September, 2020
Place: Mumbai

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

Registered Office:

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

**ANNEXURE TO ITEM NO. 2 OF THE NOTICE
Profile of Directors seeking re-appointment at the forthcoming
Annual General Meeting**

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

Name of the Directors	Mr. Gulshan Vijaykumar Chopra
DIN	01068051
Date of Birth	30/12/1973
Age (in years)	47 years
Date of Appointment on the Board	Original Appointment: 1 st April, 1998 Current Designation: 1 st April, 2020
Qualification	Commerce Graduate
Experience	20 years
Expertise in specific functional area	Construction and Infrastructure sector
Brief Profile	He has varied experience in construction and infrastructure business for over 2 decades. He has been associated with the Company since its incorporation and currently, he is a Managing Director of the Company who is responsible to oversee the overall operations of the company.
Terms and conditions of appointment or re-appointment	On such terms and conditions as mentioned in the resolution passed on 30 th September, 2019
Remuneration last drawn	Rs. 24,00,000/- for FY 2019-20
No. of shares held in the Company	25,65,946 equity shares of Rs. 10/- each
List of Directorships held in other companies (excluding foreign, private and Section 8 companies)	Nil
Chairmanship/Membership of Audit and Stakeholders' Relationship Committees across Public Companies including Niraj Cement Structurals Limited (NCSL)	Members of two committee in NCSL: 1. Audit Committee 2. Shareholder Relationship Committee
Relationships between directors inter-se	Cousin Brother of Ratan Krishan Chopra
No. of Board Meetings attended during F.Y.2019-2020	9
Remuneration sought to be paid	N.A. since he is retiring by rotation

DIRECTORS' REPORT

To

The Members,

Your Directors are pleased to present the 22nd Annual Report together with the Audited Financial Statements of the Company for the year ended 31st March, 2020.

FINANCIAL SUMMARY HIGHLIGHTS

The highlights of the performance

(Amt in Rs.)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
TOTAL INCOME		
Revenue from Operations	123,62,74,152	109,34,11,863
Other Income	38,82,592	97,36,586
Total	124,01,56,744	110,31,48,449
TOTAL EXPENDITURE		
Works Cost	113,20,21,224	105,02,83,264
Change in Inventories	2,51,35,081	-
Employee Benefit Expenses	1,02,21,136	88,77,468
Finance Cost	20,68,208	26,03,374
Operations and Other Exp.	2,21,53,939	1,89,64,516
Depreciation	1,43,45,876	1,43,57,822
Exceptional Item	1,48,34,097	35,46,012
PROFIT/ (LOSS)	1,93,77,183	1,16,08,018
Tax		
Current Tax	36,27,409	25,00,000
Deferred Tax Assets/(Liabilities)	-	33,03,950
Other Comprehensive Income	16,52,983	2,48,751
BALANCE CARRIED TO BALANCE SHEET	1,74,02,757	1,26,60,719

PERFORMANCE REVIEW:

During the year under review Income from Operations increased to Rs. 123,62,74,152/- from Rs. 109,34,11,863/- as compare to previous year.

The Net Profit after charging interest, depreciation, tax and deferred tax liability stood at Rs.1,74,02,757/-.

The Company is in business of infrastructure and engaged in construction of highways, expressways, turnkey projects roads, bridges, tunnels, etc. However, your Company is deploying its resources in the best possible way to increase business volumes and plans to achieve increased turnover in the years to come.

GLOBAL HEALTH PANDEMIC FROM COVID-19:

The World Health Organization declared a global pandemic of the Novel Corona virus disease (COVID-19) in February, 2020. Further with a view to prevent and contain the spread of COVID-19 Pandemic, the Government of India announced the National Lock-down in March 2020. Accordingly, to ensure the safety and wellbeing of all employees & stakeholders and in line with various advisories, directives and orders issued by Local, Municipal Corporations/ State Government/ Central Government, the Company had temporarily shutdown its construction activities. In light of order issued by the Ministry of Home Affairs in April, 2020 allowing certain industries including their supply chain to operate, the Company sought necessary permissions/ approvals from the relevant Government authorities for resumption of operations at its Project sites and has resumed its activities in phased manner in full compliance with such permissions. The Company has taken all necessary steps to adhere to the Standard Operating Procedures for social distancing and shall continue to work to safeguard the interests of its employees, workers and other stakeholders at its construction sites and offices. Further, company being in infrastructure business was allowed to operate, hence not affecting its business and financials performance.

DIVIDEND

Your Directors do not recommend any dividend for the year under consideration to be used for future growth of Company.

TRANSFER TO RESERVES

Your Directors recommend, transferring of Rs. 1,74,02,757/- to general reserve for the financial year 2019-20.

SHARE CAPITAL

The Authorised Share Capital of the Company has been increased from Rs. 26,00,00,000 (Rupees Twenty Six Crore only) to Rs. 42,00,00,000 (Rupees Forty Two Crore only) during the financial year 2019-20. The paid up Equity Share Capital as on 31st March, 2020, was Rs. 18,65,53,000/-.

During the year under review, the Company has neither issued any shares with differential voting rights nor granted any stock options nor any sweat equity.

PREFERENTIAL ALLOTMENTS

During the year under review the Company had issued 2,15,00,000 (Two Crore Fifteen Lakhs) warrants convertible into 2,15,00,000 equity shares of Rs. 10/- each at a premium of Rs. 6/- each on preferential basis to the Promoters, Promoter Group and others in accordance with and in terms of the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 read with rules framed there under, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time and other applicable laws vide Postal Ballot dated 25th December 2019.

DEPOSITS

The Company has not accepted any deposits during the year which would be covered under Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 as amended time to time.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees, investments and securities provided covered under the provisions of Section 186 of the Act have been disclosed in the Notes to the financial statements forming part of the Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTY

All Related Party Transactions entered into during the Financial Year were in the Ordinary Course of Business and at Arm's Length basis. There were no materially significant Related Party Transactions entered into by the Company within the meaning of Section 188 of the Companies Act, 2013. Hence, Form AOC-2 is not applicable to the Company.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company hence the Company has not constituted Corporate Social Responsibility (CSR) Committee and no amount has been spent on CSR activities.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34 read with Schedule V of the Listing Regulation is given separately which may be taken as forming a part of this Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an internal control system, commensurate with the size of its operations. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

The Company's Internal Auditor's submit quarterly reports which are placed before the Audit Committee. Based on the report, significant audit observations and corrective actions thereon are presented to the Board.

RISK MANAGEMENT

Pursuant to Section 134 (3) (n) of the Companies Act, 2013, company has the Risk Management Plan. The details of risk have been covered in the Management Discussion and Analysis Report forming part of the Board's report.

CODE OF CONDUCT

Pursuant to SEBI regulation, the declaration signed by the managing director affirming the compliance of code of conduct by the directors and senior management personnel for the year under review is annexed to and forms part of the Corporate Governance Report.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

As per the provisions of Section 177(9) of the Companies Act, 2013 ('Act'), and listing regulation, the Company is required to establish an effective Vigil Mechanism for directors and employees to report genuine concerns.

The Company has a Whistle Blower Policy to deal with the instances of fraud and mismanagement. The brief of the policy is explained in the Corporate Governance Report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made there under. Internal Complaints Committees have been set up to redress complaints received on sexual harassment. There were no cases reported during the financial year ended 31st March, 2020.

SUBSIDIARIES AND ASSOCIATES

During the year under review, the Company did not have any subsidiary and associate and there were no companies which became or ceased to be the Company's Subsidiary, Joint Ventures or Associate Company. Hence, the consolidated financial results are not prepared for the year ended 31st March, 2020 and accordingly, reporting on the highlights of performance of Subsidiaries and Associates companies and their contribution to the overall performance of the Company during the period under report, is not required to be made. Also disclosure pursuant to Section 197 (14) of Companies Act 2013 is not applicable to the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Composition of the Board

Mr. Prabir Ghosh (DIN 01912656) tendered his resignation as the Director of the Company w.e.f. 18th September 2019. Your Directors place on record his sincere appreciation of the valuable contribution made by her during his tenure as Director of the Company.

Other than this no Director has been appointed or resigned during the year under consideration.

Key Managerial Personnel:

Mr. Kajol Oswal tendered her resignation as the Company Secretary and Compliance Officer of the Company w.e.f. 20th April, 2019 and Mrs. Anupkumari Shukla was appointed as Company Secretary and Compliance Officer w.e.f. 29th July, 2019

Director Liable to retire by rotation:

In terms of the provisions of Section 152(6) of the Companies Act, 2013, Mr. Gulshan Chopra (DIN: 01068051), Managing Director, retires by rotation at the forthcoming Annual General Meeting, and being eligible offers himself for re-appointment. He has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The profile of the Directors seeking re-appointment pursuant to the Listing Regulation and Companies Act, 2013 is included in the notice which forms part of this Annual Report.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received Declarations of Independence as stipulated under Section 149 of the Companies Act, 2013 from Independent Directors confirming that they are not disqualified from appointing/continuing as Independent Director. The terms and conditions of appointment of the Independent Directors are posted on Company's website.

BOARD MEETINGS

During the year ended 31st March, 2020, the Board met 10 times and the gap between two Board Meetings did not exceed 120 days. Details of the Board Meeting are given in the Corporate Governance Report.

COMMITTEE OF THE BOARD

Currently, there are four (4) Committees of the Board, namely

- Audit Committee
- Nomination and Remuneration Committee
- Investors' Grievance Committee / Stakeholders Relationship Committee
- Management Committee

The Board decides the terms of reference for these Committees. Minutes of meetings of the Committees are placed before the Board for information. The details as to the composition, terms of reference, number of meetings and related attendance, etc., of these Committees are provided in detail, in the Corporate Governance Report, which forms a part of this Annual Report.

BOARD'S EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board carried out an annual evaluation of its own performance, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. The criteria applied in the evaluation process is explained in the Corporate Governance Report. The Independent Directors, at a separate meeting held on 14th February, 2020, evaluated performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairpersons of the Company.

TRAINING IMPARTED TO THE INDEPENDENT DIRECTORS

In compliance with the requirements of SEBI LODR Regulations, the Company has put in place a framework for Directors' Familiarization Programme to familiarize them with their roles, rights and responsibilities as Directors, the working of the Company, nature of the industry in which the Company operates, business model, etc.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements and during the year, no reportable material weaknesses in the design or operation were observed.

AUDIT COMMITTEE

The details pertaining to composition of Audit Committee are included in the Corporate Governance Report, which forms part of this report. All the recommendations made by the Audit Committee were accepted by the Board.

COMPANY'S REMUNERATION POLICY

The Board has, on the recommendation of the Nomination and Remuneration Committee and pursuant to Listing Regulations and Section 178 of the Companies Act, 2013, framed a policy for selection and appointment of Directors, Key Managerial Personnel and fixing their remuneration, which is available on the Company's website at <https://www.niraj.co.in/pdf/nomination-and-remuneration-policy.pdf>. The said policy is annexed to this report as **Annexure A**.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief, your Directors confirm that:

- in the preparation of the annual accounts for the financial year ended 31st March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- they have selected such accounting policies and applied consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2020 and of the profit of the Company for the year ended on that date;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual financial statements on a going concern basis;
- they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 relating to 'Meetings of the Board of Directors' and SS-2, relating to 'General Meetings', have been duly followed by the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There were no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

STATUTORY AUDITORS

M/s Chaturvedi Sohan & Co, Chartered Accountants (Firm Registration No111928W) were appointed as Auditors of the Company, for a term of 5 (Five) consecutive years, at the 20th Annual General Meeting held on 29th September, 2018. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

AUDITORS REPORT

The observation / remark of the Statutory Auditors in their report are self-explanatory.

REPORTING OF FRAUDS BY AUDITORS

There were no frauds reported by Auditors under Section 143(12) of the Act.

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s DNG & Associates, Company Secretaries, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year 2019–20 forms part as "Annexure- B" to this Report.

SECRETARIAL AUDITOR OBSERVATION

There is no qualification, reservation or adverse opinion of the Secretarial Auditor except the Company had filed its audited financial results for the year ended as on 31st March, 2019 in delay of 13 days due date for which penalty was paid by the Company.

COST ACCOUNTING RECORDS:

The provisions of Section 148 of the Companies Act, 2013 are not applicable to the Company and hence, the Company does not maintain Cost Accounting records.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information on conservation of energy, technology absorption, foreign exchange earnings and outgo as required to be disclosed under the Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed hereto and forms part of this Report. (Annexure- C)

CORPORATE GOVERNANCE

Pursuant to the Listing Regulations, a Report on Corporate Governance and a certificate obtained from the Practicing Company Secretary confirming compliance is forming part of this Board's Report.

EXTRACT OF THE ANNUAL RETURN

Pursuant to notification issued by Ministry of Corporate Affairs on 28th August, 2020, the Company is not required to attach the extract of Annual Return with the Directors' Report in Form No. MGT-9. However, in terms of the said notification the Annual Return of the Company in prescribed Form MGT-7 is available on the website of the Company at <https://www.niraj.co.in>.

PARTICULARS OF EMPLOYEES

The Statement of particulars of employees under Section 197(12) read with Rule 5 (2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 is not provided with, as during the financial year under review, no employee of the Company was in receipt of remuneration in excess of the limits set out in the said rules.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Changes in nature of business.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

Material changes and commitments affecting the financial position of the Company between end of the financial year and the date of this report.

PERSONNEL

The relation between the employee's and the management of your Company continue to be cordial.

ACKNOWLEDGEMENT

Your Directors wish to place on record the appreciation of the dedicated efforts by the employees at all levels. The Directors also wish to place on record their word of sincere appreciation to the bankers and financial institutions, the investors, the vendors, the customers and all other business associates for their continued support.

By Order of the Board of Directors
For Niraj Cement Structurals Limited

Place: Mumbai
Date: 2nd September, 2020

Gulshan Vijaykumar Chopra
Managing Director
DIN: 01068051

Ratan Krishan Chopra
Whole-Time Director
DIN: 07413782

Annexure A

NOMINATION AND REMUNERATION POLICY

As per the terms and conditions provided in Section 178 of the Companies Act, 2013 and other applicable provisions the Company is required to frame a policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company.

1) OBJECTIVE OF THE POLICY

The policy is framed with the objective(s):

- A) That based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies in the Industry, the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors and talented managerial personnel of the quality required to run the Company successfully and to ensure long term sustainability and create competitive advantage.
- B) That the remuneration to Directors, Key Managerial Personnel (KMP) and other employees of the Company involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

2) FUNCTIONS OF THE NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee shall, inter-alia, perform the following functions:

- A) Identify persons who are qualified to become Directors and employees who may be appointed in key managerial position, senior management in accordance with the criteria laid down, recommend to the Board their appointment, remuneration and removal, including succession planning.
- B) Ensure that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors and also the Independent Directors, including Board diversity.
- C) Devise framework to ensure that Directors are inducted through suitable familiarization process along with criteria for evaluation of Independent Directors and the Board and to provide for reward(s) linked directly to their effort, performance.
- D) Decide / approve details of fixed components and performance linked incentives along with the performance criteria.
- E) Such other functions as may be decided in accordance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The Chairperson of the Nomination and Remuneration committee could be present at the Annual General Meeting, to answer the shareholders' queries. However, it would be up to the Chairperson to decide who should answer the queries.

3) APPLICABILITY

This Policy is applicable to:

- A) Directors viz. Executive, Non-executive and Independent
- B) Key Managerial Personnel ("KMP")
- C) Senior Management Personnel
- D) Other Employees of the Company

4) MATTERS RELATING TO THE REMUNERATION, PERQUISITES FOR THE WHOLE-TIME /EXECUTIVE / MANAGING DIRECTOR

- A) The remuneration / compensation / profit-linked commission etc. to the Whole-time /Executive/Managing Directors will be recommended by the Committee and approved by the Board. The remuneration / compensation / profit-linked commission etc. shall be in accordance with the percentage / slabs / conditions laid in the Companies Act, 2013 and shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required.
- B) If in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole Time Director(s) in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, then with the prior approval of the Central Government.

C) Increments to the Whole Time Director(s) should be within the slabs approved by the shareholders. Increments will be effective 1st April in respect of a Whole Time Director as well as in respect of other employees of the Company, unless otherwise decided.

5) REMOVAL

The Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or one level below KMP subject to the provisions of the Companies Act, 2013, and all other applicable Acts, Rules and Regulations, if any.

6) RETIREMENT

The Director, KMP and one level below the KMP shall retire as per the applicable provisions of the Regulations and the prevailing policy of the Company. Employment of the services of the Director, KMP, Senior Management Personnel as consultants after their retirement would be at the sole discretion of the Board.

7) REMUNERATION TO KMP, SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES

The KMP, Senior Management Personnel and other employees of the Company shall be paid monthly remuneration as per the Company's HR policies and / or as may approved by the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to PF, pension scheme, medical expenses, club fees etc. shall be as per the Company's HR policies. The Chief Executive Officer of the Company will make organisation-wide annual presentation(s) before the Committee which would have requisite details setting out the proposed performance bonus payouts for the current financial year as well as the proposed increments for the next financial year. The Committee shall peruse and approve the same unless required under relevant regulations, to refer the same to the Board of Directors and / or Shareholders of the Company. If the remuneration of KMPs or any other officer is to be specifically approved by the Committee and / or the Board of Directors under any Regulations, then such approval will be accordingly sought. This Remuneration Policy shall apply to all future / continuing employment / engagement(s) with the Company. In other respects, the Remuneration Policy shall be of guidance for the Board. Any departure from the policy shall be recorded and reasoned in the Committee and Board meeting minutes. The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

8) REMUNERATION TO NON-EXECUTIVE DIRECTOR AND INDEPENDENT DIRECTOR

A) SITTING FEE:

Such director(s) may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or any other meeting as required by Companies Act, 2013, SEBI (Listing Obligation Disclosure Requirement) Regulation 2015 or other applicable law or for any other purpose whatsoever as may be decided by the Board;

B) REIMBURSEMENT OF ACTUAL EXPENSES INCURRED:

NEDs may also be paid/reimbursed such sums either as fixed allowance and /or actual as fair compensation for travel, boarding and lodging and incidental and /or actual out of pocket expenses incurred by such member for attending Board/Committee Meetings. The Nomination and Remuneration Committee is entrusted with the role of reviewing the compensation of NEDs.

C) PAYMENT TO INDEPENDENT DIRECTORS:

An independent director shall not be entitled to any stock option and may receive remuneration only by way of fees and reimbursement of expenses for participation in meetings of the Board or committee thereof and profit related commission up to a certain percentage of net profits in such proportion, as may be permissible under the applicable law.

Annexure B

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Niraj Cement Structurals Limited

CIN: L26940MH1998PLC114307

Address: Niraj House, Sunder Baug, Opp. Deonar Bus Depot,
Chembur, Mumbai - 400088

I, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Niraj Cement Structurals Limited** (CIN: L26940MH1998PLC114307) (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering financial year ended on **31st March, 2020**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **(Not applicable to the Company during the audit period)**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable to the Company during the audit period)**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **(Not applicable to the Company during the audit period)**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **(Not applicable to the Company during the audit period)**
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

vi. As informed to me the following other laws specifically applicable to the Company are as under:

1. Water (Prevention & Control of pollution) Act, 1974;
2. Air (Prevention & Control of pollution) Act, 1981;
3. Hazardous wastes (Management, Handling & Transboundary Movement) Rules, 2008;
4. Payment of Gratuity Act, 1972;
5. Contract Labour (Regulation & Abolition) Act, 1979.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of the Companies Act, 2013 and during the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations/ non - compliances:

- The Company had submitted its audited financial results for the year ended as on 31st March, 2019 on 12th June, 2019 resulting in delay of 13 days from the due date for which penalty was paid by the Company.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, if any.

I further report that, as per the explanations given to us and the representations made by the Management and relied by us, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has no specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the company's affairs except company has issued 2,15,00,000 convertible warrants on preferential basis.

**For DNG & ASSOCIATES
COMPANY SECRETARIES**

Place: Mumbai

Date: 27th August, 2020

NEHIL DUGAR

ACS No.: 51130

COP No.: 18952

UDIN: A051130B000622371

***Note:** This report is to be read with my letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

Annexure-A to Secretarial Audit Report

To
The Members,
Niraj Cement Structurals Limited
CIN: L26940MH1998PLC114307
Address: Niraj House, Sunder Baug, Opp. Deonar Bus Depot,
Chembur, Mumbai - 400088

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as applicable to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have relied on management representation and statutory auditors for appropriateness of financial records and Books of Account of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For DNG & ASSOCIATES
COMPANY SECRETARIES**

Place: Mumbai
Date: 27th August, 2020

**NEHIL DUGAR
ACS No.: 51130
COP No.:18952
UDIN: A051130B000622371**

Annexure - C

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information as per section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 for the year ended 31st March, 2020 are as under.

- (A) **Conservation of energy:** Company continues its efforts to reduce and optimise energy consumption.
- (B) **Technology absorption:** Company is in process of set up new and improved technology.NIL
- (C) **Foreign exchange earnings and Outgo:** During the year under review the company has NIL amounts of foreign exchange earnings and outgo.

By Order of the Board of Directors
For Niraj Cement Structurals Limited

Place: Mumbai
Date: 2nd September, 2020

Gulshan Vijaykumar Chopra
Managing Director
DIN: 01068051

Ratan Krishan Chopra
Whole-Time Director
DIN: 07413782

MANAGEMENT DISCUSSION AND ANALYSIS

BACKGROUND

Your Directors have pleasure in presenting the Management Discussion and Analysis sets out the development in the business environment in this ongoing COVID-19 pandemic and Company's Performance since last report. This analysis supplements the Directors' Report and the Audited Financial Statement forming part of this Report.

Indian Economy:

The outbreak of Coronavirus disease 2019 (COVID-19), first identified in Wuhan, the capital of Hubei, China, in December 2019 and since then having spread globally, has been recognized as a pandemic by the World Health Organization (WHO) on 11th March, 2020. In a bid to prevent the spread of this pandemic, a nationwide lockdown was imposed since 25th March, 2020, among the many other measures being taken by the Indian Government to contain the spread of the virus. Resultantly, every activity, barring the activities relating to and concerning with the essential supplies came to a halt. This however impacted the growth of the Indian Economy.

INDUSTRY STRUCTURE AND DEVELOPMENTS

The industry is showing some improvement & your Directors are expecting better industrial development in coming years, Even with recent set back due to ongoing COVID-19 pandemic. India's construction industry will continue to expand in coming years with Central as well as State Governments taking various proactive steps to revive and restart the economy in ongoing COVID-19 pandemic. The Indian Government continues to emphasize in infrastructure expenditure in particular investments in low cost housing residential along high end infrastructure and energy projects continuing to drive growth. With recent flagship programs of "ATMANIRBHARAT" and revision of MSME (Micro, Small & Medium Enterprises) will be the growth drivers to Indian economy and company.

BUSINESS OVERVIEW

Niraj Cement Structurals Limited (NCSL) is in the business of specialty engineering construction and infrastructure for the past 3 decades, Niraj Cement is amongst the oldest and most well reputed infrastructure companies in India, with a wealth of diverse experience and exposure. Our corporate philosophy of trust, integrity and quality has placed us at the forefront of the construction industry.

At Niraj Cement, we adhere to global standards in construction, with appropriate supervision and project control to maximize quality, a focus on sustainable development and solid solutions to construction challenges.

The company provides end-to-end solutions, highways, bridges, water supply and drainage, irrigation, land storm water drainage and other infrastructural work.

India's extensive infrastructure needs are well known. Decades of underinvestment have left the country with dire deficits in such critical areas as railways, roads. The project implementation is undertaken with the assistance of sub-contractors and other agencies. Niraj provides the necessary technical and financial assistance to the sub-contractors.

The dedicated architects, engineers and quantity surveyors that drive the firm's activities are ably complemented by a team of multi-skilled and competent support staff. The company also actively procures the latest construction technologies to assist its highly skilled workers.

SEGMENT-WISE / PRODUCT-WISE PERFORMANCE & OUTLOOK:

The Company operates in only one business segment i.e. Road Construction. The company has passed through a very unusual phase, any worthwhile comparison of performance between past years would be inconclusive. There is yet considerable scope for improvement in upcoming years.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:-

During the year revenue from operations were Rs. 12362.74 Lakhs against Rs. 10934.12 Lakhs in the previous year. Profit before tax stood at Rs. 193.77 Lakhs as against 116.08 Lakhs in the previous financial year and net profit for the year after tax was at Rs. 174.02 Lakhs as against 126.61 Lakhs in previous financial year. Other comprehensive income for the year (net of tax) is Rs. 16.53 Lakhs as against Rs. 2.49 Lakhs in the previous year.

OPPORTUNITIES AND THREATS:

OPPORTUNITY

The company is taking maximum efforts to capitalize on business opportunities & further expect a better outlook in the coming years. Historically, the government has played a key role in supplying and regulating infrastructure services in India and private sector has not participated in infrastructure development. However, due to the public sector's limited ability to meet the massive infrastructure funding requirements, private sector investment in infrastructure is critical. Therefore, the Indian government is actively encouraging private investments in infrastructure. Niraj currently has projects operational at various parts of Maharashtra, Kolkata, Guwahati and Nepal.

THREATS

Indeed, the infrastructure challenges are a major drag on. During the halcyon years of India's boom, it was easier to overlook this threat. The Company operates in a competitive environment. Much depends on type of project, contract value, potential margin, location of project, reputation of client etc. The company mainly competes mid segment Road Construction Companies in India. Competitive bidding, rising prices, Non availability of Land and Fixed Price Contracts are some of the key factors for slow growth in past years. Further, the threats to the segment in which the company operates is competition from low cost contractors, technology up gradation, severe competition and newly emerging competitive nations and stricter environment laws. Company taking all necessary steps to over such hurdles.

Also the business is capital intensive which requires high level of long-term debt financing and arrangement of capital required for various projects is dependent on various factors like the internal accruals, size of award of the projects and availability of credit from banks and financial institutions etc.

STRENGTH

The existing management has a strong technical, finance and administrative expertise in construction and infrastructure segment business of Company.

RISKS AND CONCERNS:

The Risk Management and Control Systems are considered to be in balance with Company's risk profile and appetite, although such systems can never provide absolute assurance. Company's Risk Management and Control Systems are subject to continuous review and adaptations in order to remain in balance with its growing business size and changes in its risk profile.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has proper and adequate internal control systems commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. Efforts for continued improvement of internal control systems are being consistently made in this regard.

HUMAN RESOURCE MANAGEMENT:

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. Your Company has valued both experience and fresh talent, and takes pride in the commitment, competence and dedication shown by its employees in all areas of business and is conscious of the importance of environmentally clean and safe operations. Up gradation of technical skills training is periodically given to employees as per identified requirements while employees are encouraged to participate in personality development, soft skills enhancement programmes, etc.

SAFE HARBOUR CLAUSE:

Statements in the Management Discussion and Analysis describing the Company's objectives and expectations may be "forward looking statement" within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and reasonable expectation of future events. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand/ supply, price conditions in the domestic and overseas market in which the Company operates, changes in the Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts and other factors such as litigation and industrial relations.

CONCLUSION:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statement' within the meaning of applicable environment. The Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic effect the Company. Though the company cannot assess its success due to ongoing COVID-19 pandemic and on short term profits and financial performance is the main factor to overall success, we with entire system are keen in improving our performance of every individual employee just as much as we are doing for improving our every product.

By Order of the Board of Directors
For Niraj Cement Structurals Limited

Place: Mumbai
Date: 2nd September, 2020

Gulshan Vijaykumar Chopra
Managing Director
DIN: 01068051

Ratan Krishan Chopra
Whole-Time Director
DIN: 07413782

CORPORATE GOVERNANCE REPORT

1. Company Philosophy on Corporate Governance:

The Company's Philosophy on Corporate Governance is intended to bring about –

- Transparency, accountability and integrity in the organization.
- Implementation of policies and procedures prescribed by the Company to ensure high ethical standards in all its business activities and responsible and responsive management.

2. Board of Directors:

A) Composition and Category of Directors:

Sr. No.	Name and category of Director	Inter-se relationship between Directors	No. of Shares held as on 31.03.2020	Attendance Particulars		No. of other directorships and Committees/Membership as on 31-03-2020				
				Board Meeting	Last AGM attended	Names of other listed entities where person is Director	Category of Directorship in the listed entities	Other Directorship's*	Other Committee as on 31 st March, 2020 [#]	
									M	C
1	Mr. Gulshan V Chopra, Promoter, Managing Director (Executive Director)	Cousin Brother of Mr. Ratan Krishan Chopra	19,40,946	9	Yes	-	N.A.	0	N.A.	N.A.
2	Mr. Gurpur R. Kamath, (Non-Executive-Independent Director)	N.A.	-	10	Yes	Pradip Overseas Limited	Independent Director	2	3	1
3	Mrs. Dimple Geruja, (Non-Executive-Woman Independent Director)	N.A.	-	10	Yes	-	N.A.	0	N.A.	N.A.
4	Mr. Ratan Krishan Chopra Whole time Director (Executive Director)	Cousin Brother of Mr. Gulshan Chopra	-	10	Yes	-	N.A.	0	N.A.	N.A.
5	Mr. Vishwadeo Sharma (Non-Executive-Independent Director)	N.A.	-	10	Yes	-	N.A.	0	N.A.	N.A.
6	Mr. Ratan Sanil (Non-Executive-Independent Director)	N.A.	-	10	Yes	-	-	0	N.A.	N.A.
7	Mr. Prabir Gosh [§] (Non-Executive-Independent Director)	N.A.	-	0	N.A.	-	N.A.	0	N.A.	N.A.

*The list does not include Directorships, Committee Memberships and Committee Chairmanships in Private Limited, Foreign and Section 8 Companies. The list does not include Directorships, Committee Memberships and Committee Chairmanships in Private Limited, Foreign and Section 8 Companies.

[#]The Committee Memberships and Chairmanships in other Companies include Memberships and Chairmanships of Audit and Stakeholders' Relationship Committees of public companies only.

[§]Resigned w.e.f.18th September 2019.

B) Meeting Held:

10 (Ten) Board Meetings were held during the financial year ended 31st March, 2020 and the gap between two meetings did not exceed 120 days. The dates of the meetings were as follows:

20th April, 2019, 30th May, 2019, 29th July, 2019, 14th August, 2019, 29th August, 2019, 19th September, 2019, 14th November, 2019, 15th November, 2019, 7th January, 2020 and 14th February, 2020. The 21st Annual General Meeting of the Shareholders of the Company was held on Monday, 30th September, 2019.

Attendance of Director at the Board Meetings & last AGM,

Name of the Director	Designation	No. of Meetings held/ Attended	Last AGM held on 30 th September, 2020
Mr. Gulshan V Chopra,	Managing Director	10/9	Yes
Mr. Ratan Krishan Chopra	Whole Time Director	10/10	Yes
Mrs. Dimple Geruja	Independent Director	10/10	Yes
Mr. Gurpur R. Kamath	Independent Director	10/10	Yes
Mr. Vishwadeo Sharma	Independent Director	10/10	Yes
Mr. Ratan Sanil	Independent Director	10/10	Yes
Mr. Prabir Ghosh*	Independent Director	5/0	NA

*Resigned w.e.f. 18th September 2019.

Details of Familiarization Programme imparted to the Independent Directors

Details of Familiarisation Programme imparted to the Independent Directors are available on the Company's website at <https://www.niraj.co.in/pdf/familiarisation-programme-for-independent-director.pdf>

C) Core Skills / Expertise / Competencies for the Board of Directors:

Detailed below are the core skills / expertise /competencies required for the effective functioning of our Company along with specific expertise of the Board of the Directors of the Company:

Name of Directors	Areas of Core Skills/Expertise/Competence						
	Financial Skills/ Controls	Construction Infrastructure / Engineering	Legal and Regulatory Compliance and Governance	Risk Management	Plant Management	Human Resource/ Leadership	M&A
Mr. Gulshan V Chopra Promoter, Managing Director (Executive Director)	√	√	√	√	√	√	√
Mr. Gurpur R. Kamath (Non-Executive- Independent Director)	√		√	√		√	
Mrs. Dimple Geruja (Non-Executive- Woman Independent Director)	√					√	
Mr. Ratan Krishan Chopra Whole time Director (Executive Director)	√	√		√	√	√	
Mr. Vishwadeo Sharma (Non-Executive- Independent Director)	√	√	√	√	√	√	
Mr. Ratan Sanil (Non-Executive- Independent Director)	√	√				√	

The above marks against names of the Board Members signify their specific skill/ expertise/ competency in the above mentioned areas while all the Directors are having the sufficient skill and expertise to understand the operational issues of the Company

D) Independent Directors:

In the opinion of the Board, the existing Independent Directors fulfill the conditions specified in the SEBI Listing Regulations and are independent of the Management.

During the year under review, Mr. Prabir Ghosh resigned before the expiry of his tenure w.e.f. 18th September, 2019 due to some unavoidable personal commitments. Further, the Company has received confirmation from Mr. Prabir Ghosh that there are no other material reasons for his resignation other than those which are provided in his resignation letter dated 18th September, 2019.

3. Code of Conduct

All the Directors and senior management have affirmed compliance with the Code of Conduct as approved and adopted by the Board of Directors and a declaration to that effect, signed by the Managing Director has been annexed to the Corporate Governance Report. The Code of Conduct has been posted on the website of the Company, the web link for which is <https://www.niraj.co.in/services-content/code-of-conduct.html>

4. Code for Prevention of Insider Trading

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, (“Insider Trading Regulations”), the Company has adopted Code of Conduct for Fair Disclosure of Unpublished Price Sensitive Information and Regulating, Monitoring and Reporting of Trading by Insiders (“Code”) to deter the insider trading in the securities of the Company based on the unpublished price sensitive information. The trading window is closed during the time of declaration of results and occurrence of any material event as per the Code for such duration as may be decided by the Compliance Officer. In line with the amendments introduced by SEBI in the Insider Trading Regulations, the Code was amended suitably to align it with the amendments. The Board of Directors have appointed Compliance Officer, who is responsible for setting forth procedures and implementation of the Code for trading in Company’s securities.

5. Audit Committee:

A) Composition of Audit Committee:

The Audit Committee comprises three members as per details in the following table:

Name of the Director	Designation in the Committee
Mr. Ratan Sanil	Chairperson
Mr. G. R. Kamath	Member
Mr. Gulshan V. Chopra	Member

All the members of the committee have good knowledge of finance, accounts and business management. The composition of this committee is in Compliance with the requirements of Section 177 of Companies Act, 2013 and Listing Regulations.

9 (Nine) Meetings were held during the financial year ended 31st March, 2020 viz. on 30th May, 2019, 29th July, 2019, 14th August, 2019, 29th August, 2019, 19th September, 2019, 14th November, 2019, 15th November, 2019, 7th January, 2020 and 14th February, 2020.

B) Attendances of each Director at these meetings are as follows:

Name of the Director	Designation	No. of Meetings held/Attended
Mr. Ratan Sanil	Chairperson	9/9
Mr. G. R Kamath	Member	9/9
Mr. Gulshan V. Chopra	Member	9/8

Mrs. Anupkumari Shukla, Company Secretary and Compliance Officer is the Secretary of the Audit Committee w.e.f. 29th July, 2019.

C) Terms of Reference:

1. Oversight of the company’s financial reporting process, examination of the financial statement and the auditors’ report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
2. Providing recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of the company and the fixation of audit fee;
3. Review and monitor the statutory auditor’s independence and performance and effectiveness of audit process;
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - i. Matters required to be included in the ‘Director’s Responsibility Statement’ to be included in the

- Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013, as amended;
- ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions; and
 - vii. Qualifications in the draft audit report.
6. Reviewing, with the management, the quarterly and half-yearly financial statements before submission to the Board for approval;
 7. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
 9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 10. Discussion with internal auditors any significant findings and follow up there on;
 11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 13. Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 14. Review the functioning of the whistle blower mechanism;
 15. Approval of appointment of the chief financial officer (i.e., the whole time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate.
 16. To investigate any activity within its terms of reference;
 17. To seek information from any employee;
 18. To obtain outside legal or other professional advice;
 19. To secure attendance of outsiders with relevant expertise, if it considers necessary;
 20. Approval or any subsequent modification of transactions of the company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
 21. Scrutiny of inter-corporate loans and investments;
 22. Valuation of undertakings or assets of the company, wherever it is necessary;
 23. Evaluation of internal financial controls and risk management systems;
 24. To provide recommendation to the Board of Directors of the Company for declaration of Interim Dividend to be paid to the shareholders of the Company;

25. Reviewing the utilization of loans and/or advances from/investment to the subsidiaries exceeding Rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments; and
26. Carry out any other function as mentioned in the terms of reference of the Audit Committee;

The Audit Committee mandatorily reviews the following:

1. Management’s discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the chief internal auditor;
6. Statement of deviations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stockexchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations.
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of SEBI Listing Regulations.

6. Nomination and Remuneration Committee:

The constitution of the Nomination and Remuneration Committee is in compliance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations.

A. Composition of Nomination and Remuneration Committee:

Name of the Director	No. of Meetings held/Attended	Designation
Mr. G. R. Kamath	6/6	Chairperson
Mrs. Dimple Geruja	6/6	Member
Mr. Ratan Sanil	6/6	Member

B. Meeting:

6 (Six) Meetings were held during the financial year ended 31st March, 2020 viz. on 30th May, 2019, 29th July, 2019, 14th August, 2019, 29th August, 2019, 14th November, 2019, and 14th February, 2020.

C. Terms of Reference:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of independent directors and the Board;
- c) Devising a policy on Board diversity;
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report;
- e) Determining whether to extend or continue the term of appointment of the independent directors, on the basis of the report of performance evaluation of independent directors;
- f) Analysing, monitoring and reviewing various human resource and compensation matters;
- g) Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- h) Determining the company’s policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

- i) Determining and recommending to the Board, all remuneration, in whatever form, payable to senior management of the Company and determining compensation levels payable to the other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
- j) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- k) Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including [the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and] the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003; and
- l) Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

D. Evaluation of Performance of Board, Committees and Directors:

Pursuant to the provisions of Section 134(3)(p) and Schedule IV of the Act read with Regulation 17 of the SEBI Listing Regulations and the guidance note on Board Evaluation issued by Securities and Exchange Board of India (SEBI), the Board has conducted a formal evaluation process of its performance during the year as well as that of its committees and the individual Directors on the basis of the criteria laid down by the Nomination and Remuneration Committee. In terms of Section 178(2) of the Act, the Nomination and Remuneration Committee evaluated the performance of Individual Directors, Board as a whole and all the Committees of the Board on the basis of performance evaluation criteria approved by the Committee earlier. The Independent Directors were assessed by the entire Board of Directors excluding the director being evaluated after taking into account their objective independent judgment on the Board deliberations, overall contribution and engagement in the growth of the Company, their active role in monitoring the effectiveness of Company's Corporate Governance practices and adherence to the Code of Conduct, etc.

E. Remuneration of Executive and Non- Executive Directors:

The criteria of making payments to non-executive directors has been posted on the website of the Company viz. <https://www.niraj.co.in/pdf/criteria-for-making-payment-to-non-executive-director.pdf> Details of the pecuniary relationship or transactions of the Non-Executive Directors of the Company. The Non-Executive Directors are paid remuneration by way of Sitting Fees, the details of which for the financial year 2019-20 are as under:

(Amount in Rs.)

Name of Directors	Sitting Fees Paid	Total
Mr. G.R. Kamath	48,000	48,000
Mr. Vishwadeo Sharma	-	-
Mrs. Dimple Geruja	51,000	51,000
Mr. Ratan Sanil	-	-

Details of Remuneration to Executive Directors:

Name of Directors	Salary & Perks	Total
Mr. Gulshan V. Chopra	24,00,000	24,00,000
Mr. Ratan Chopra	1,80,000	1,80,000

7. Investor's Grievance Committee/ Stakeholder Relationship Committee:

The constitution of the Stakeholders Relationship Committee is in compliance with the provisions of Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations.

A. Composition of Investor's Grievance Committee/ Stakeholder Relationship Committee:

Name of the Directors	No. of Meeting Held/ Attended	Designation
Mrs. Dimple Geruja	5/5	Chairperson
Mr. G. R. Kamath	5/5	Member

Mr. Gulshan V. Chopra	5/4	Member
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B. Meetings:

5 (Five) Meetings were held during the financial year ended 31st March, 2020 viz. on 30th May, 2019, 14th August, 2019, 29th August, 2019, 14th November, 2019, and 14th February, 2020.

C. Terms of Reference

- Considering and resolving the grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of Annual Reports, non-receipt of declared dividends, Annual Reports of the Company, issue of new/duplicate certificates, general meetings etc. or any other documents or information to be sent by the Company to its shareholders etc.
- Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- Giving effect to all transfer/ transmission of shares and debentures, dematerialization of shares and rematerialisation of shares, split and issue of duplicate/consolidated share certificates, allotment and listing of shares, buy back of shares, compliance with all the requirements related to shares, debentures and other securities from time to time;
- Oversee the performance of the registrars and transfer agents of the Company and to recommend measures for overall improvement in the quality of investor services and also to monitor the implementation and compliance of the code of conduct for prohibition of insider trading pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, and other related matters as may be assigned by the board of directors;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company; and
- Carrying out any other functions as prescribed under the SEBI Listing Regulations.

D. Compliance officer

Mrs. Anupkumari Shukla was appointed as Company Secretary and Compliance Officer of the Company of the company w.e.f. 29th July, 2019.

E. Shareholder Complaints

There were no complaints remaining unresolved at the beginning of financial year 2019-20. During the financial year ended 31st March, 2020, no complaints were received from investors.

8. Independent Directors' Meeting:

Section 149(8) of the Act has prescribed the Code for Independent Directors in Schedule IV for every company that has Independent Directors. Clause VII of the said Schedule and Regulation 25 of Listing Regulation requires every company to convene a separate meeting of the Independent Directors.

During the year, the Independent Directors met on 14th February, 2020.

- Review the performance of Non-Independent Directors and the Board as a whole;
- Review of performance of the Chairperson; and Assess quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the Meeting.

9. Management Committee:

Management Committee was constituted by the board to deal with urgent matters requiring immediate attention of the Board before a meeting of the Board could be convened. The Management Committee handles matters related to Allotment of equity shares upon conversion of the convertible warrants, opening and closing of bank accounts, change in account operating authorities for various bank accounts of the Company, authorisation for representing the Company to all statutory and regulatory authorities, government departments, courts of law, and any other administrative matters delegated by the Board.

Composition of Management Committee:

Name of Members	Designation
Mr. Gulshan Chopra	Chairperson
Mr. Ratan Chopra	Member
Mr. Soni Agarwal	Member

Meetings:

No management meeting was held during the financial year 2019-2020.

10. AFFIRMATIONS AND DISCLOSURES:

a) Compliance with Governance Framework:

The Company is in compliance with all mandatory requirements of listing regulation.

b) Related Party Transaction:

All related party transactions that were entered into during the financial year were on arm’s length basis and were in the ordinary course of the business. During the year, the Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Related party transactions have been disclosed under the significant accounting policies and notes forming part of the financial statements in accordance with “Accounting Standard 18”.

None of the transactions with related parties were in conflict with the interest of the Company. All the transactions are in the normal course of business and have no potential conflict with interest of the Company at large and are carried out on an arm’s length basis or fair value. Company has adopted policy on related party transaction which is placed on website of the company at <https://www.niraj.co.in/pdf/policy-on-related-party-transaction-nctl.pdf>

c) Insider Trading:

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended from time to time, the Company has formulated a code of fair disclosure and conduct for prevention of Insider trading. Details of the shareholdings of the Non-Executive Directors as on 31st March, 2020 are as under-

Name	No. of Shares of Rs. 10/- each
Mr. G. R. Kamath	Nil
Mrs. Dimple Geruja	Nil
Mr. Ratan Sanil	Nil
Mr. Vishwadeo Sharma	Nil
Mr. Prabir Ghosh (resigned w.e.f 18 th September, 2019)	Nil

d) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets, during last three years.

Following are the details of penalty imposed on the Company by BSE Limited:

- Penalty of Rs. 65,000/- was levied due to delay of 13 days in submission of Audited Financial Statement for the year ended 31st March, 2019
- Penalty of Rs. 75,000/- was levied due to delay of 15 days in submission of Audited Financial Statement for the year ended 31st March, 2018

- Penalty of Rs. 20,000/- was levied due to delay of 1 days in making listing application

e) Whistle Blower Policy:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and SEBI Listing Regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company’s code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. Company has adopted whistle blower Policy which placed on website of the company at <https://www.niraj.co.in/pdf/vigil-mechanism-whistle-blower-policy.pdf>

f) Disclosure of Accounting Treatment:

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

g) Risk Management:

Business risk evaluation and managements is an ongoing process within the Company. The assessment is periodically examined by the Board.

h) Policy for Determining Material Subsidiary:

Company has adopted Policy to Determine Material Subsidiary which placed on website of the company at [http:// https://www.niraj.co.in/pdf/vigil-mechanism-whistle-blower-policy.pdf](http://https://www.niraj.co.in/pdf/vigil-mechanism-whistle-blower-policy.pdf)

11. DIVIDEND

Company wants to deploy current Profit for the future growth of the Company, Hence Company has not declared dividend during last 3 years.

12. SUBSIDIARY COMPANIES

The Company has no subsidiary. Hence, the statement pursuant to Section 197 (14) of the Companies Act, 2013 relating to Subsidiary Companies is not given and the standalone balance sheet for the year ended 31st March, 2020 is prepared accordingly.

13. COMPLIANCE OFFICER

Company Secretary is the compliance officer for complying with the requirements of the Securities Laws, Listing regulation and the erstwhile Listing Agreement with the Stock Exchanges.

14. GENERAL BODY MEETINGS

- a. Location and time of the last three Annual General Meetings (AGM) held are as follows:

Year	Date and Time	Venue	Special Resolution Passed
2016-2017	29 th September 2017 at 11:00 A.M.	Niraj House, Sunder Baug, Near Deonar Bus Depot Chembur (East), Mumbai-400 088	NIL
2017-2018	29 th September 2018 at 11:00 A.M.	Niraj House, Sunder Baug, Near Deonar Bus Depot, Chembur (East), Mumbai-400 088	NIL

2018-2019	30 th September 2019 at 11.30 A.M.	Niraj House, Sunder Baug, Near Deonar Bus Depot, Chembur (East), Mumbai-400 088	<ul style="list-style-type: none"> • Re-appointment of Mr. G. R. Kamath (DIN: 02234255) as Independent Director. • Re-appointment of Mr. Gulshan Chopra (DIN: 01068051) as the Managing Director
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b. **Extraordinary General Meeting (EGM):**

No Extra Ordinary General Meeting was held during the year.

c. **POSTAL BALLOT:**

Details of Special Resolution passed through Postal Ballot, the person who conducted the Postal Ballot exercise and details of the voting pattern

During the financial year 2019-20, the Company vide postal ballot notice dated 15th November, 2019 passed the special resolution for issued 2,15,00,000 (Two Crore Fifteen Lakhs) convertible warrants convertible into 2,15,00,000 equity shares of Rs. 10/- each at a premium of Rs. 6/- each each on preferential basis to the Promoters, Promoter Group and others in accordance with and in terms of the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 read with rules framed there under, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time and other applicable laws.

No special resolution is proposed to be passed through postal ballot till the date of ensuing AGM to be held on 30th September, 2020.

Person Conducting the Postal Ballot Exercise

Mrs. Anupkumari Shukla, Company Secretary & Compliance Officer was appointed as person responsible for the entire postal ballot process. Mr. Nehil Dugar, M/s. DNG & Associates, Company Secretaries was appointed as the Scrutiniser for conducting the postal ballot voting process in a fair and transparent manner. Mr. Nehil Dugar, Practicing Company Secretary conducted the postal ballot process and submitted the report to the Company.

Procedure followed for Postal Ballot

1. In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108, 110 and other applicable provisions of the Act read with the rules made there under, the Company provided electronic voting facility to all its Members, to enable them to cast their votes electronically. The Company engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility. The Members had the option to vote either by physical ballot or e-voting.
2. The Company dispatched the postal ballot notice dated 15th November, 2020, containing the draft resolution together with the explanatory statement, postal ballot forms and self-addressed business reply envelopes to the Members whose names appeared in the register of members / list of beneficiaries as on cut-off date i.e. Friday, 15th November, 2020. The Company also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable rules.
3. The Members who opted for the e-voting could vote from Tuesday, 26th November, 2019 at 9.00 a.m. to Wednesday, 25th December, 2019 at 5.00 p.m. Members desiring to exercise their votes by physical postal ballot forms were requested to return the forms duly completed and signed, to the Scrutinizer on or before 5.00 pm on Wednesday, 25th December, 2019.
4. The Scrutinizer submitted his report on Thursday, 26th December, 2019, after the completion of scrutiny
5. The result of the postal ballot was declared on Friday, 27th December, 2019. The Resolution passed by requisite majority, was deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. Wednesday, 25th December, 2019.
6. The result of the postal ballot is available on the website of the Company at <https://www.niraj.co.in/services-content/e-voting.html> besides being communicated to Stock Exchange, Depository and Registrar and Share Transfer Agent.

Details of voting pattern:

Date of passing Resolution	Purpose	Votes in favour		Votes against	
		No. of Votes	% to total Votes	No. of Votes	% to total Votes
25 th December, 2019	Special Resolution under Section 62(1)(c) of Companies Act, 2013 for Issue of 2,15,00,000 warrants Convertible into 2,15,00,000 equity shares of Rs to 10/- each on preferential basis to Promoters and others	88,886	99.994	5	0.0056

15. MANAGEMENT DISCUSSIONS AND ANALYSIS

Management discussion and analysis report forms a part of the Annual Report and includes discussions on various matters of the SEBI listing regulation, 2015.

DISCLOSURES:

- The Company has not entered into any pecuniary transactions with its promoters or directors except as disclosed in the Accounts.
- The Company has followed the Guidelines of Accounting Standards laid down by the Central Government and The Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.
- The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. The Board periodically discusses the significant business risks identified by the management and the mitigation process being taken up.
- The Company does not undertake any commodity price risk or foreign exchange risk hedging activities
- The Board has accepted all the recommendations of the Committees of the Board
- There are no Equity Shares of the Company in the demat suspense or unclaimed suspense account.

16. MEANS OF COMMUNICATION

The Company, from time to time and as may be required, communicates with its shareholders and investors through multiple channels of communications such as dissemination of information on the online portal of the Stock Exchange, the Annual Reports and uploading relevant information on its website.

- The Financial Results are generally published in Financial Express, national daily newspaper and in Mumbai Lakshadweep, which is a regional (Marathi) daily newspaper.
- The financial results, shareholding pattern, Annual Reports and other investors related information are posted on the website of the Company's viz. <https://www.niraj.co.in/services-content/annual-report.html>
- The report on Corporate Governance forms part of the Annual Report of the Company and the Certificate from a Practicing Company Secretary confirming compliance is enclosed herewith.
- Material Information:** The Company discloses to the Stock Exchange, all information required to be disclosed under Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations including material information having a bearing on the performance / operations of the listed entity or other price sensitive information.
- Online filing:** All information is filed electronically on BSE's online Portal – BSE Corporate Compliance & Listing Centre (Listing Centre).
- Scores:** Facility has been provided by SEBI for investors to place their complaints / grievances on a centralized web-based complaints redressal system viz. SEBI Complaints Redress System (SCORES). The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

17. DATE OF APPROVAL OF QUATERLY RESULTS:

Sr. No.	Particulars	Tentative Schedule
1	1 st Quarter ended 30 th June, 2020	02 nd September ,2020
2	2 nd Quarter ended 30 th September, 2020	14 th November, 2020
3	3 rd Quarter ended 31 st December, 2020	14 th February, 2021
4	4 th Quarter ended 31 st March, 2021 (Audited)	30 th May, 2021
5	AGM for the year ended 31 st March, 2021	30 th September, 2021

18. SHAREHOLDERS INFORMATION:

a) Annual General Meeting

Date: 30th September, 2020

Time: 9.30 A.M.

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

b) Period of Book Closure

23rd September, 2020 to 30th September, 2020 (both days inclusive)

c) Listing on Stock Exchanges

Stock Exchange: BSE Limited (BSE)

d) Stock Code:

BSE Limited (BSE): 532986

e) International Securities Identification Number (ISIN): INE368I01016

f) Stock Market Data

Market price data- monthly high / low of Company's Equity shares & Sensex during the financial year

Months	High (in Rs.)	Low (in Rs)	Number of Shares Traded
April, 2019	20.65	13.60	1,61,642
May, 2019	18.75	13.15	3,67,35
June, 2019	17.40	11.05	1,84,666
July, 2019	14.95	9.25	1,09,304
August, 2019	13.75	9.05	87,726
September, 2019	14.99	10.65	40,110
October, 2019	16.00	11.00	74,615
November, 2019	17.50	13.50	1,53,774
December, 2019	17.75	13.75	5,92,49
January, 2020	17.10	12.80	98,846
February, 2020	35.43	14.45	10,93,565
March, 2020	31.60	23.35	1,60,008

g) Registrar and Transfer Agent:

Link Intime India Private Limited

C-101, 1st Floor, 247 Park, L. B. S. Marg, Vikroli (W), Mumbai – 400 083

Tel No.: 022-49186000

Fax No.: 022-49186060

Share Transfer Agent and their registration number is INR000004058

h) Share Transfer System

Securities lodged for transfer at the Registrar's office are normally processed within 15 days from the date of lodgement, if the documents are proper in all respect. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. Any queries in respect of share transfer and transmission are dealt with by the share transfer committee and the shareholder's grievances committee.

i) Shareholding Pattern as on 31st March, 2020:

Sr. No.	Category	No. of Shares held	% of Shareholding
1.	Promoters	32,40,797	17.37
2.	Banks / Financial Institutions and Insurance Cos.	0	0.00
3.	Body Corporate	66,93,587	35.88
4.	Indian Public (Individuals)	80,16,046	42.97
5.	NRIs / OCBs / Foreign nationals	2,46,026	1.32
6.	Clearing Members	1,60,945	0.86
7.	Trust	30	0.00
8.	Others (HUF)	2,97,869	1.60
	Total	1,86,55,300	100.00

j) Distribution of Shareholding as on 31st March, 2020

No. of Equity Shares Held	No. of Shareholders	Percentage of Shareholders	No. of Shares	Percentage of Shares
Up to – 500	3,020	81.030	3,90,347	2.092
501 – 1000	267	7.164	2,23,740	1.199
1001 – 2000	156	4.186	2,46,906	1.324
2001 – 3000	64	1.717	1,64,164	0.880
3001 – 4000	26	0.698	95,220	0.510
4001 – 5000	43	1.154	2,06,052	1.105
5001 - 10000	58	1.556	4,08,602	2.191
10001 and above	93	2.495	1,69,20,189	90.699
Total	3,727	100	1,86,55,300	100

k) Dematerialization of shares as on 31st March, 2020:

Dematerialised / Physical Form	Equity Shares of Rs.10/- each	
	Number of Shares	% of Total
NSDL	1,63,70,776	87.75
CDSL	22,83,522	12.24
Physical Form	1,002	0.01
Total	1,86,55,300	100.00

l) Outstanding GDRs / ADRs/ Warrants/ any convertible instruments:

No such GDRs / ADRs or any convertible instruments were issued and outstanding. Further, the company had issued 2,15,00,000 (Two Crore Fifteen Lakhs) warrants convertible into 2,15,00,000 equity shares of Rs. 10/- each at a premium of Rs. 6/- each on preferential basis to the Promoters, Promoter Group and others in accordance with and in terms of the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 read with rules framed there under, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time and other applicable laws vide Postal Ballot dated 25th December, 2019.

m) Depository Services:

Shareholders may write to the respective Depository or to Link Intime India Private Limited for guidance on depository services. Address for correspondence with Depositories are as follows: -

1. National Securities Depository Limited

Trade World, A Wing, 4th & 5th Floor,
Kamala Mills Compound, Lower Parel, Mumbai – 400013
Tel: (022) 2499 4200,
Fax: (022) 2497 6351,
E-mail: info@nsdl.co.in,
Website: www.nsdl.co.in

2. Central Depository Services (India) Limited –

Maratha Futurex, 25th Floor, N.M Joshi Marg,
Lower Parel, Mumbai 400013
Telephone: Toll free: 1800-200-5533,
E-mail: helpdesk@cdslindia.com,
Website: www.cdslindia.com

n) Company Address for Correspondence :

Niraj Cement Structurals Limited
Niraj House, Sunder Baug,
Near Deonar Bus Depot, Chembur (East), Mumbai – 400 088
Phone No.: +91 22 6602 7100
Fax No.: +91 22 2551 8736
E-mail Id: cs@niraj.co.in

o) The Plant locations as currently given on rent to third parties and not operated by the Company.

- **Plant Location:**
C-55, TTC Industrial Area, Thane Belapur Road, Navi Mumbai
- **Crusher/RMC Plant:**
Village Kundevahal, Panvel-Uran Highway, J.N.P.T. Road,
Near J. M. Mhatre Container Yard, at Post Kundevahal,
Panvel – 410209.
- **Project Site:**
Various sites pan India

p) Payment of annual listing fees:

The annual listing fees have been paid to BSE Limited within the statutory period.

q) Financial year: 1st April, 2019 to 31st March, 2020

r) Reconciliation of Share Capital Audit:

As required by SEBI, quarterly audit of the Company's share capital is being carried out by a Practicing Company Secretary (PCS) with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The PCS Certificate in regard to the same is submitted to BSE Limited.

s) Communication by E-mail:

For transfer/transmission/subdivision/demat/loss of shares/dividend/general inquiries and investor grievance:
cs@niraj.co.in.

t) List of Credit Ratings: Company has not obtained Credit Ratings

u) Details of utilization of funds raised through:

- Preferential allotment of warrants: Utilized to meet the working capital requirement and support the expansion of the business and for general corporate purposes.
- Qualified institutions placement- N.A.

v) The Company has obtained a certificate from Practicing Company Secretaries, certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority. A Certificate

to this effect, duly signed by the Practicing Company Secretary is annexed to this Report.

- w) Total fees of Rs. 10,00,000/- was paid for all services provided to the Company by the Statutory Auditors.
 - x) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
 - i. number of complaints filed during the financial year: 0
 - ii. number of complaints disposed of during the financial year: 0
 - iii. number of complaints pending as on end of the financial year: 0
19. The Company has complied with the requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46 (2) of the SEBI Listing Regulations.
- 20. COMPLIANCE CERTIFICATE**
- The Practicing Company Secretary have certified that the Company has complied with the conditions of Corporate Governance as per SEBI Listing Regulations and the same is annexed to this report.
21. Declarations regarding compliance by the Board Members and Senior Management Personnel for the financial year 2019-2020 with the Company's Code of Conduct is annexed to this Report.

By Order of the Board of Directors
For Niraj Cement Structurals Limited

Place: Mumbai
Date: 2nd September, 2020

Gulshan Vijaykumar Chopra
Managing Director
DIN: 01068051

Ratan Krishan Chopra
Whole-Time Director
DIN: 07413782

CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of

Niraj Cement Structurals Limited

I have examined the compliance of conditions of Corporate Governance by **Niraj Cement Structurals Limited** (‘the Company’) for the year ended 31st March, 2020 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (collectively referred to as “SEBI Listing Regulations, 2015”).

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. My examinations was limited to the review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in of SEBI Listing Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Mumbai

Date: 2nd September, 2020

**For DNG & ASSOCIATES
COMPANY SECRETARIES**

NEHIL DUGAR

ACS No.: 51130

COP No.: 18952

UDIN: A051130B000648529

**DECLARATION REGARDING COMPLIANCE BY THE BOARD AND
SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY’S CODE OF CONDUCT**

In accordance with Regulation 26(3) and Schedule V (D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that the Directors and the Senior Management Personnel of the Company have confirmed compliance with the Code of Business Conduct and Ethics as on 31st March, 2020.

For Niraj Cement Structurals Limited

Place: Mumbai
Date: 2nd September, 2020.

Gulshan V. Chopra
Managing Director
DIN: 01068051

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

To,
The Members

Niraj Cement Structurals Limited Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority

Sr. No.	Name of Director	DIN	Date of Appointment in Company *
1	Gulshan Vijaykumar Chopra	01068051	01/04/1998
2	Gurpur Ramdas Kamath	02234255	30/09/2006
3	Vishwadeo Sharma	02255589	14/12/2017
4	Ratan Krishan Chopra	07413782	12/02/201
5	Ratan Umesh Sanil	07785011	14/12/2017
6	Dimple Deepak Geruja	07797357	19/04/2017

*the date of appointment is as per the MCA Portal.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For DNG & ASSOCIATES
COMPANY SECRETARIES**

Place: Mumbai
Date: 2nd September, 2020

NEHIL DUGAR
ACS No.: 51130
COP No.: 18952
UDIN: A051130B000648463

CEO / CFO Certification

Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors
Niraj Cement Structurals Limited

- a) We have reviewed financial statement and the cash flow statement of Niraj Cement Structurals Limited (the Company) for the year ended 31st March, 2020 and to the best of our knowledge and belief :
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and that we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that:
- i. there are no significant changes in internal control during the year;
 - ii. there have been no significant changes in accounting policies during the year, and
 - iii. there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal controls systems.

For Niraj Cement Structurals Limited

Gulshan V. Chopra
Managing Director
DIN: 0168051

Soni Agarwal
Chief Financial Officer

Date: 2nd September, 2020
Place: Mumbai

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FINANCIAL REPORT

INDEPENDENT AUDITOR'S REPORT

To the members of

NIRAJ CEMENT STRUCTURALS LIMITED

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS Financial Statements of **Niraj Cement Structurals Limited** (hereinafter referred to as "Company"), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss (including other comprehensive income) and the Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date, and notes to the standalone Ind AS financial statements, including a summary of the significant accounting policies and other explanatory information (herein after referred to as "the standalone Ind AS financial statements")

In our opinion and to the best of our information and according to the explanations given to us the aforesaid standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company, as at 31st March, 2020, its profit including other comprehensive income, their cash flows and the statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Emphasis of Matter

- (1) We draw your attention to Part B (point-r) of notes to account of the financial statement, Niraj Cement Structurals Ltd. has booked turnover and related cost of Joint Venture entities and partners in its books of account. However, the whole projects have been handled by Joint Venture Partners / Entities and related GST and TDS complied by Joint Venture Partners/ Entities.
- (2) We draw your attention to Part B (point-g) of notes to account of the financial statement, The Company does not have a program of verification to cover all the items of fixed assets in a phased manner, Fixed assets were not physically verified by the management during the year.
- (3) We draw your attention to Note Part A-17, the financial statement; As per Ind AS 109 "Financial Instruments" the company is required to consider "Provision for Expected Credit Loss" on financial assets on the basis of expected probability of recoverability of such financial instrument.

During the year, the company has provided Rs.94,40,000/- as Expected Credit Loss (ECL) and has written off in the financial statement. As per management explanations the receivables and advances of Rs.21,16,73,409/- is in dispute, and for the balance receivable and advances the management is following up with the parties and is hopeful for recovery. But in absence of adequate basis/supporting documents, we are unable to comment on the measurement of carrying amount of all the financial assets appearing in the financial statement as on 31st March 2020.

Further the company is also required to amortize financial assets as per the business model selected by the company, but in the absence of proper terms and conditions, amortization is not possible and the financial assets appear at carrying amount on 31st March 2020.

(4) We draw your attention to Part-C (Note C-9) of notes to account of the financial statement, balances of trade payables, trade receivables, advances received, advances given, GST liabilities and Income Tax assets (Net of liabilities) are subject to reconciliation and confirmation. The management is in the process of reconciling the same.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters	How the matter was addressed in our audit
Adoption of Ind AS 115 – Revenue from Contracts with Customers	
<p>The company has adopted Ind AS 115, Revenue from Contracts with Customers ('Ind AS 115') which is the new revenue accounting standard. The application and transition to this accounting standard is complex and is an area of focus in the audit. The revenue standard establishes a comprehensive framework for determining whether, how much and when revenue is recognized. This involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of identified performance obligation, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, the standard mandates robust disclosures in respect of revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p>	<p>Our audit procedures on adoption of Ind AS 115, Revenue from contracts with Customers ('Ind AS 115'), which is the new revenue accounting standard, include –</p> <ul style="list-style-type: none"> • Evaluated the design and implementation of the processes and internal controls relating to implementation of the new revenue accounting standard; • Evaluated the detailed analysis performed by management on revenue streams by selecting samples for the existing contracts with customers and considered revenue recognition policy in the current period in respect of those revenue streams; • Evaluated the appropriateness of the disclosures provided under the new revenue standard and assessed the completeness and mathematical accuracy of the relevant disclosures

Information Other than the Standalone Financial Statements and Auditor’s Report Thereon

The Company’s Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Company’s annual report, but does not include the standalone Ind AS financial statements and our auditor’s report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management’s Responsibility for the Standalone Ind AS Financial Statements

The Company’s management and Board of Directors are responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income and cash flows and statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with AS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the standalone financial statements.
- Conclude on the appropriateness of the Management on use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of the statement in the standalone Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property, plant and equipment, investments, inventories, receivables and other current assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial results has used internal and external sources on the expected future performance of the Company. The Company has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Company expects the carrying amount of these assets will be recovered and sufficient liquidity is available to fund the business operations for at least another 12 months. Given the uncertainty because of COVID-19, the final impact on the Company's assets in future may differ from that estimated as at the date of approval of the financial accounts.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143 (11) of the Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(A) As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account;
- d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act;
- e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

(C) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

For CHATURVEDI SOHAN & Co.
Chartered Accountants
(Firm's Registration No. 118424W)

Noshir. B. Captain
Partner
(Membership No.009889)
Place: Mumbai
Date: 30th June, 2020
UDIN : 20009889AAAAAM5812

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT 31st MARCH 2020

(Referred to our report of even date)

i. In respect of the Company’s fixed assets:

- (a) The Company has not maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company does not have a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is not reasonable having regard to the size of the Company and the nature of its assets. Fixed assets were not physically verified by the management during the year.
- (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.

ii. Balance of inventory appeared for a long time in Financial Statement is in respect of work-in-progress. Based upon the information and explanation given to us, management is confident that the project to which the inventories relates are on hold due to reasons on which management is not having any control. However, the management is confident that the project will be completed in due course of time, and inventories of work-in-progress will be adjusted against the billings to the clients against various projects. This being a technical matter and hence relied on the management representation.

iii. The Company has not granted loans or advances in the nature of loan, secured or unsecured to related parties covered in the registered maintained under section 189 of the Act.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at 31st March, 2020 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at 31st March, 2020 for a period of more than six months from the date they became payable. The following liabilities in respect of Income Tax/ TDS are disputed by the Company, the status of the disputed tax liabilities is as under.

Name of the statute	Nature of dues	Amount (in lakhs)	Period for which the amount relates	Forum where the dispute is pending
Income Tax Act 1961	Income tax	474.06	2010-11	CIT (A) Mumbai
Income Tax Act 1961	Income tax	431.74	2011-12	CIT (A) Mumbai
Income Tax Act 1961	Income tax	348.14	2012-13	CIT (A) Mumbai
Income Tax Act 1961	TDS	144.83	Various years	Income Tax

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- ix. The Company has issued 2,15,00,000 share warrants at a price of Rs. 16/-per warrant, convertible in to equity shares at the option of the warrant holder. The warrant are issued to meet the long term working capital requirements of the Company and general corporate purposes. The Company has so far received Rs.17,20,00,000/- against the share warrants. The amount raised against share warrants has been utilized for the purposes for what it is raised.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. Based upon the information and explanations given by the management, the Company has not made any preferential allotment of shares during the year under review.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For CHATURVEDI SOHAN & Co.
Chartered Accountants
(Firm's Registration No. 118424W)

Noshir. B. Captain
Partner
(Membership No.009889)
Date: 30th June, 2020
Place: Mumbai
UDIN : 20009889AAAAAM5812

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT 31st MARCH 2020

(Referred to in paragraph A (f) under ‘Report on Other Legal and Regulatory Requirements section of our report of even date)

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (The ‘Guidance Note’).

Management’s Responsibility for Internal Financial Controls

The Company’s management and Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone Ind AS financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls with Reference to Standalone Ind AS Financial Statements

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For CHATURVEDI SOHAN & Co.
Chartered Accountants
(Firm's Registration No. 118424W)

Noshir. B. Captain
Partner
(Membership No.009889)
Date: 30th June, 2020
Place: Mumbai
UDIN : 20009889AAAAAM5812

Balance Sheet as at 31st March 2020

(in ₹)

Sr. No.	Particulars	Note No.	As at 31st March, 2020	As at 31st March, 2019
I.	ASSETS			
1.	Non-Current Assets			
(a)	Property, Plant and Equipment	A-10		
(i)	Tangible assets		11,23,25,312	13,16,11,896
(b)	Financial Assets			
(i)	Non-current investments	A-11	3,95,050	12,18,125
(ii)	Long-term loans and advances	A-12	25,08,71,415	31,59,77,098
(c)	Other non-current assets	A-13	11,18,58,544	11,02,57,458
	Total Non Current Assets		47,54,50,321	55,90,64,577
2.	Current Assets			
(a)	Inventories	A-14	7,57,09,522	10,08,44,603
(b)	Financial assets			
(i)	Trade receivables	A-15	63,77,70,144	86,68,80,839
(ii)	Cash and bank balances	A-16	11,25,51,342	3,85,44,515
(iii)	Short-term loans and advances	A-17	99,41,86,699	61,53,60,698
(c)	Other current assets	A-18	34,88,650	14,49,107
	Total Current Assets		1,82,37,06,358	1,62,30,79,762
	TOTAL ASSETS		2,29,91,56,679	2,18,21,44,339
II.	EQUITY AND LIABILITIES			
1.	EQUITY			
(a)	Share Capital	A-1	21,61,03,000	21,61,03,000
(b)	Other Equity	A-2	1,36,57,64,708	1,34,83,61,951
(c)	Money received against share warrants (Refer Note A-31)		17,20,00,000	
	Total Shareholder's Funds		1,75,38,67,708	1,56,44,64,951
2.	LIABILITIES			
	Non-Current Liabilities			
(a)	Financial liabilities			
(i)	Long-term borrowings	A-3	14,62,41,341	15,11,00,000
(b)	Deferred tax liabilities (Net)	A-4	-	-
(c)	Long-term provisions	A-5	30,12,188	42,99,829
	Total Non-Current Liabilities		14,92,53,529	15,53,99,829
	Current Liabilities			
(a)	Financial liabilities			
(i)	Short-term borrowings	A-6	1,96,65,247	-
(ii)	Trade payables	A-7	29,44,23,491	26,64,08,663
(b)	Other current liabilities	A-8	7,09,87,992	18,87,46,804
(c)	Short-term provisions	A-9	1,09,58,712	71,24,092
	Total Current Liabilities		39,60,35,442	46,22,79,559
	TOTAL LIABILITIES		2,29,91,56,679	2,18,21,44,339

The accompanying notes-Part A(1 to 31), Part-B,Part-C and Annexure-1 are integral part of the financial statements.

In terms of our report attached.

For and on behalf of the Board of Directors

For Chaturvedi Sohan & Co.

Chartered Accountants

FRN : 118424W

Gulshan Chopra

Managing Director

DIN: 01068051

Ratan Chopra

Whole Time Director

DIN: 07413782

Noshir B Captain

Partner

M No-009889

Soni Agarwal

Chief Financial Officer

Anupkumari Shukla

Company Secretary &

Compliance Officer

Place : Mumbai

Date : 30th June 2020

Place : Mumbai

Date : 30th June 2020

Profit and Loss statement for the year ended 31st March 2020

(in ₹)

Particulars	Note No.	31 st March 2020	31 st March 2019
Revenue from operations	A-20	1,23,62,74,152	1,09,34,11,863
Other income	A-21	38,82,592	97,36,586
Total Revenue		1,24,01,56,744	1,10,31,48,449
Expenses:			
Construction and Other Direct Operating Expenses	A-22	1,13,20,21,224	1,05,02,83,264
Changes in inventories of work-in-progress	A-23	2,51,35,081	-
Employee benefits expense	A-24	1,02,21,136	88,77,468
Finance costs	A-25	20,68,208	26,03,374
Depreciation and amortization expense	A-10	1,43,45,876	1,43,57,822
Other expenses	A-26	2,21,53,939	1,89,64,516
Total Expenses		1,20,59,45,464	1,09,50,86,444
Profit before exceptional and extraordinary items and tax		3,42,11,280	80,62,006
Exceptional items		(1,48,34,097)	35,46,012
Balance Written back (Loan & Other)		-	19,77,34,516
Balance Written off (Debtors & Other)		(94,40,000)	(9,12,61,721)
Inventory Written off	A-23	-	(9,68,89,913)
Loss on sale of Fixed Assets		-	(60,36,870)
Short Provision for Depeciation of earlier Year		(53,94,097)	-
Profit before extraordinary items and tax		1,93,77,183	1,16,08,018
Extraordinary Items		-	-
Profit before tax		1,93,77,183	1,16,08,018
Tax Expense:			
(1) Current tax		(36,27,409)	(25,00,000)
(2) Provision for Tax of Earlier years		-	-
(2) Deferred tax	A-4	-	33,03,950
Profit (Loss) for the period from continuing operations		1,57,49,774	1,24,11,968
Other Comprehensive income			
(a) Items not to be reclassified subsequently to profit or loss		16,52,983	2,48,751
Gain/(loss) on fair value of defined benefit plans as per actuarial valuation			
(b) Items to be reclassified subsequently to profit or loss		-	-
Other Comprehensive income for the year, net of tax		16,52,983	2,48,751
Total comprehensive income for the year, net of tax		1,74,02,757	1,26,60,719
Profit available for appropriation (after tax)		1,74,02,757	1,26,60,719
Profit (Loss) for the period		1,74,02,757	1,26,60,719
Earnings per equity share:			
(1) Basic		0.93	0.70
(2) Diluted		0.93	0.70

The accompanying notes-Part A(1 to 31), Part-B,Part-C and Annexure-1 are integral part of the financial statements.

In terms of our report attached.

For and on behalf of the Board of Directors

For Chaturvedi Sohan & Co.

Chartered Accountants

FRN : 118424W

Gulshan Chopra
Managing Director
DIN: 01068051

Ratan Chopra
Whole Time Director
DIN: 07413782

Noshir B Captain

Partner

M No-009889

Soni Agarwal
Chief Financial Officer

Anupkumari Shukla
Company Secretary &
Compliance Officer

Place : Mumbai

Date : 30th June 2020

Place : Mumbai

Date : 30th June 2020

Cash Flow Statement for the year ended 31st March, 2020

(in ₹)

Particulars	31 st March 2020		31 st March 2019	
	₹	₹	₹	₹
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		1,93,77,183		1,16,08,018
<u>Adjustments for:</u>				
Depreciation and amortisation	1,97,39,973		1,43,57,822	
Finance costs	20,68,208		26,03,374	
Provision for gratuity	8,46,241			
Bad Debts - Provision	8,44,395		-	
Interest income	(38,82,592)		(20,87,598)	
Loss on Sale of Fixed Assets	-		60,36,870	
Actuarial Gain on Gratuity Provision	16,52,983			
		2,12,69,208	-	2,09,10,467
Operating profit / (loss) before working capital changes		4,06,46,391		3,25,18,485
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	2,51,35,081		9,68,89,914	
Trade receivables	22,91,10,695		7,51,70,405	
Short-term loans and advances	(37,88,26,000)		(3,90,18,768)	
Other Current Assets	(20,39,543)		21,348	
Other non-current assets	(16,01,086)		4,67,73,498	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	2,80,14,828		5,86,19,198	
Other current liabilities	(11,77,58,812)		(18,07,38,579)	
Short-term provisions	29,90,225		24,59,781	
Other Long Term Liabilities	-		-	
Long-term provisions	(21,33,882)	(21,71,08,494)	7,55,655	6,09,32,452
Cash generated from operations		(17,64,62,104)		9,34,50,937
Net income tax (paid) / refunds		(36,27,409)		(25,00,000)
Net cash flow from / (used in) operating activities (A)		(18,00,89,512)		9,09,50,937
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(4,53,439)		(7,50,389)	
Proceeds from sale of fixed assets (Gross)	-		53,32,395	
Bank balances not considered as Cash and cash equivalents	1,79,60,205		1,75,86,116	
Interest received	38,82,592		20,87,598	
Long term loans and advances	6,51,05,733		22,82,20,745	
Non Current Investment	8,23,075		(1,12,135)	
		8,73,18,166	-	25,23,64,330
Net cash flow from / (used in) investing activities (B)		8,73,18,166		25,23,64,330
C. Cash flow from financing activities				
Increase / (Decrease) in long-term borrowings	(48,58,659)		(34,50,10,530)	
Increase / (Decrease) in other short-term borrowings	1,96,65,247		(1,76,38,077)	
Proceeds from issue of shares	-		73,50,000	
Money Received Against Share Warrants	17,20,00,000		-	
Finance cost	(20,68,208)		(26,03,374)	
Dividends paid	-		-	
Tax on dividend	-		-	
		18,47,38,379		(35,79,01,981)
Net cash flow from / (used in) financing activities (C)		18,47,38,379		(35,79,01,981)

Net increase / (decrease) in Cash and cash equivalents (A+B+C)	9,19,67,032	(1,45,86,712)
Cash and cash equivalents at the beginning of the year	97,09,612	2,42,96,325
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		
Cash and cash equivalents at the end of the year	10,16,76,644	97,09,613
Cash and cash equivalents at the end of the year Comprises:		
(a) Cash on hand	47,58,053	27,60,943
(b) Balances with banks		
(i) In current accounts	9,68,87,046	69,48,669
(iii) In deposit accounts with original maturity of less than 3 months		
(iv) In earmarked accounts (unpaid dividend)	31,545	
Total	10,16,76,644	97,09,613

Notes :

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on "Cash Flow Statements" prescribed by the Companies (Accounting Standard) Rules, 2006.
- Previous year's figures have been regrouped/rearranged wherever necessary to conform to the current year's presentation.

In terms of our report attached.

For Chaturvedi Sohan & Co.

Chartered Accountants

FRN : 118424W

Noshir B Captain

Partner

M No-009889

Place : Mumbai

Date : 30th June 2020

For and on behalf of the Board of Directors

Gulshan Chopra

Managing Director

DIN: 01068051

Soni Agarwal

Chief Financial Officer

Place : Mumbai

Date : 30th June 2020

Ratan Chopra

Whole Time Director

DIN: 07413782

Anupkumari Shukla

Company Secretary &

Compliance Officer

NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020

Note -PART - A

NOTES TO ACCOUNTS

Note : A-1

Share Capital

(in ₹)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Share Capital		
Authorised : 4,20,00,000 (P.Y 2,60,00,000) Equity Shares of Rs.10/- each	42,00,00,000	26,00,00,000
Issued ,Subscribed and Paid up Capital : 1,86,55,300 Equity Shares of Rs. 10/- each fully paid up (Previous year 1,86,55,300 Equity Shares of Rs. 10/- each)	18,65,53,000	18,65,53,000
Share Forfeiture Account	2,95,50,000	2,95,50,000
Total	21,61,03,000	21,61,03,000

Note:

1. Company has not made any non cash allotment/ Bonus issue nor bought back any share during the last five years.
2. None of shareholder(s) of Company is it's holding company, ultimate holding company, subsidiaries, associates of the holding company or associates of the ultimate holding company for current year and/or previous year.
3. There are no unpaid calls from any director or officers of the company for current and previous year.

Terms / Rights attached to equity shares:

1 Voting

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.

2 Liquidation

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive all of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

3 Dividends

The Board of Directors do not propose dividend for financial year 2019-20

Disclosure relating to shareholder holding more than 5%

(Previous years figure shown in brackets)

Sr. no	Name of Shareholder	No. of Shares held	% of Holding
1	Late Vijaykumar Rajkumar Chopra* (Curent year)	6,86,551	3.68%
	(Previous year)	(6,86,551)	3.68%
2	Gulshan Vijaykumar Chopra (Curent year)	19,40,946	10.40%
	(Previous year)	(19,40,946)	10.40%
3	Asha VijayKumar Chopra (Curent year)	6,13,300	3.29%
	(Previous year)	(6,13,300)	3.29%
4	Chem Logistics Infra Pvt Ltd (Curent year)	28,12,500	15.08%
	(Previous year)	(28,12,500)	15.08%
	Total (Current year)	60,53,297	32.45%
	Total (Previous year)	(60,53,297)	32.45%

* Shares are in the Process of transmission to Mrs. Asha Vijaykumar Chopra

Reconciliation of number and amount of equity shares

(Previous years figure shown in brackets)

	Particulars	As at 31 st March 2020	
		No. of Shares	Amount in ₹
	Opening Balance	1,86,55,300	18,65,53,000
	(previous year)	(1,48,55,300)	(14,85,53,000)
Add:	Preferential issue during the year	-	-
	(previous year)	(38,00,000)	(3,80,00,000)
Less:	Redeemed/ buy back during the year	-	-
	(previous year)	-	-
	Total (Current year)	1,86,55,300	18,65,53,000
	Total (Previous year)	(1,86,55,300)	(18,65,53,000)

Note : A-2

Other Equity

Particulars	As at 31 st March 2020 ₹	As at 31 st March 2019 ₹
1. Other Equity		
a) Profit and Loss Account		
Opening Balance	-	-
Add : Profit during the year transferred	1,74,02,757	1,26,60,719
Less : Transferred to General Reserves	1,74,02,757	1,26,60,719
Closing Balance	-	-
b) Securities Premium Account		
Opening Balance	84,10,94,500	81,82,94,500
Add : Additions during the year	-	2,28,00,000
Add: Transfer from General Reserve		
Closing Balance	84,10,94,500	84,10,94,500
c) General Reserve		
Opening Balance	50,72,67,451	49,46,06,732
Less: Transfer to Securities Premium	-	-
Add : Transfer from P & L A/c	1,74,02,757	1,26,60,719
Closing Balance	52,46,70,208	50,72,67,451
Total	1,36,57,64,708	1,34,83,61,951

Note : A-3

Long Term Borrowings

Particulars	As at 31 st March 2020 ₹	As at 31 st March 2019 ₹
Secured		
1. Term Loan - From Bank	2,02,41,341	-
2. Term Loan - Others	12,60,00,000	15,11,00,000
Total	14,62,41,341	15,11,00,000

Security:

- The term loan from ICICI Bank is sanctioned against security of Bank Guarantees issued by specific subcontractors in favour of the Company, as mobilisation advance and unconditional and irrevocable personal guarantee of Managing Director.
- The above facility from IFCI Factors Limited is secured by unconditional and irrevocable bank guarantees from subcontractors of the company, duly deposited with financial institution and personal guarantee of Managing Director.

Note : A-4**Deferred Tax Liabilities (Net)**

As required by Accounting Standard 22 “Accounting for Taxes on Income” issued by the Institute of Chartered Accountants Of India, which is mandatory in nature, the Company has recognized Deferred taxes which is resulted from the timing difference between the Book Profits and Tax Profits.

The break up of net Deferred tax Calculation is as under

Particulars	As at 31 st March 2020	As at 31 st March 2019
Timing difference in depreciable assets for the current year -Assets/ (Liabilities)	-	33,03,950
Net Deferred Tax Assets/(Liabilities) for the current year	-	33,03,950
Add: Opening Balance Dr/(Cr)	-	(33,03,950)
Closing Deferred Tax Assets/(Liability)	-	-

Note : A-5**Long Term Provisions**

Particulars	As at 31 st March 2020 ₹	As at 31 st March 2019 ₹
(a) Provision for employee benefits Gratuity (unfunded)	30,12,188	42,99,829
Total	30,12,188	42,99,829

Note : A-6**Short Term Borrowings**

Particulars	As at 31 st March 2020 ₹	As at 31 st March 2019 ₹
Unsecured		
1. Loan Repayable on Demand - From Banks		
a) Bank overdraft	1,96,65,247	-
Total	1,96,65,247	-

Note : A-7**Trade Payables**

Particulars	As at 31 st March 2020 ₹	As at 31 st March 2019 ₹
Sundry Creditors (Refer Note Part C-9)	29,44,23,491	26,64,08,663
Total	29,44,23,491	26,64,08,663

Disclosure of information u/s 22 of The Micro, Small and Medium Enterprises Development Act, 2006

- In absence of complete information from the vendors with regards to their registration (filling of Memorandum) under The Micro, Small and Medium Enterprises Development Act, 2006. (27 of 2006), the Company is unable to compile the full information required to be disclosed herein under section 22 of the said Act.

Note : A-8

Other Current Liabilities

Particulars	As at 31st March 2020 ₹	As at 31st March 2019 ₹
Current maturities of Long Term Borrowing	2,76,00,000	5,34,86,616
Outstanding Liabilities	28,60,917	1,58,71,935
Unpaid dividends	31,545	31,545
Mobilization Advance	5,25,744	4,24,95,645
Security Deposit	2,54,86,740	4,02,21,000
Statutory dues payable (Refer note Part C-9)	1,44,83,045	3,66,40,064
Total	7,09,87,992	18,87,46,804

Note : A-9

Short Term Provisions

Particulars	As at 31st March 2020 ₹	As at 31st March 2019 ₹
Gratuity (short term)	8,61,880	6,35,982
Income Tax	1,00,96,832	64,88,110
Total	1,09,58,712	71,24,092

Note : A-10
Tangible Assets

(in ₹)

Sr No	Particulars of Assets	Life	Rate	GROSS BLOCK				DEPRECIATION						NET BLOCK		
				As at 31st March 2019	Additions during the Year	Sold during the Year	As at 31st March 2020	Up to 31st March 2019	On Opening Balance	On additions during the Year	Total Depreciation for the year	Adjustment on Sales	Short Depreciation of earlier Years	Accumulated Depreciation up to 31st March 2020	As at 31st March 2020	As at 31st March 2019
1	Plant and Machinery	15	0.06	24,84,89,336	-	-	24,84,89,334	13,27,09,278	1,11,05,070	-	1,11,05,070	-	53,94,097	14,92,08,445	9,92,80,889	11,57,80,058
2	Factory Premises and Weighbridge	30	0.03	49,57,807	-	-	49,57,807	20,29,308	1,10,319	-	1,10,319	-	-	21,39,627	28,18,180	29,28,499
3	Motor cars, Trucks and dumpers, etc	8	0.10	1,91,78,303	-	-	1,91,78,303	1,33,11,036	10,61,783	-	10,61,783	-	-	1,43,72,820	48,05,484	58,67,267
4	Furniture and Other equipments	10	0.12	3,11,22,673	-	-	3,11,22,673	2,51,19,112	13,89,753	-	13,89,753	-	-	2,65,08,866	46,13,807	60,03,561
5	Office equipments	5	0.19	52,30,910	3,03,541	-	55,34,451	42,89,909	6,31,727	23,463	6,06,793	-	-	48,96,702	6,37,750	9,41,001
6	Computers	3	0.32	52,88,946	1,49,848	-	54,38,794	51,97,435	59,168	12,988	72,156	-	-	52,69,591	1,69,203	91,511
	Grand Total			31,42,67,976	4,53,389	-	31,47,21,363	18,26,56,080	1,43,57,820	36,450	1,43,45,873	-	53,94,097	20,23,96,051	11,23,25,312	13,16,11,896
	Previous Year			33,97,71,866	7,50,389	2,62,54,280	31,42,67,976	18,31,83,272	1,49,15,563	1,12,544	1,50,28,107	6,70,285	53,94,097	18,26,56,080	13,16,11,896	15,65,88,594

Note : A-11

Non- Current Investments

Particulars	As at 31 st March 2020 ₹	As at 31 st March 2019 ₹
Non Trade Investments- Quoted		
i) 4100 Equity Shares of Canara Bank	3,71,050	11,94,125
Non Trade Investments- Un Quoted		
i) National Saving Certificates	24,000	24,000
Total	3,95,050	12,18,125

Disclosure

Particulars	As at 31 st March 2020 ₹	As at 31 st March 2019 ₹
Unquoted Investment		
Book Value	24,000	24,000
Quoted Investment		
Cost	1,43,500	1,43,500
Market Value	3,71,050	11,94,125

Note : Investment have been classified as Fair Value through Profit or Loss (FVTPL) on the date of transition and fair value changes after the date of transition have been recognised in Profit or Loss.

Note : A-12

Long Term Loans and Advances (Unsecured, considered good unless stated otherwise)

Particulars	As at 31 st March 2020 ₹	As at 31 st March 2019 ₹
1. Unsecured considered good: (Refer Note Part C -9)		
a. Retention	13,38,660	4,71,82,301
b. Deposits	1,99,02,865	4,65,57,358
c. Other Loans and Advances		
(i) Other/Site Advances	3,99,36,108	4,20,74,909
(ii) Long Term Advances against Bank Guarantee	18,96,93,782	18,01,62,530
Total	25,08,71,415	31,59,77,098

Note : A-13

Other Non Current Assets

Particulars	As at 31 st March 2020 ₹	As at 31 st March 2019 ₹
(i) Balances with government authorities		
MAT Credit Entitlement	39,69,423	39,69,423
Income tax (Net of provision) (Refer note C-9)	9,94,59,924	9,98,74,384
Sales Tax & Others	84,29,197	64,13,651
Total	11,18,58,544	11,02,57,458

Note: Income Tax (Net of Provision) has been regrouped during the year.

Note : A-14

Inventories (As taken, valued and certified by management)

Particulars	As at 31 st March 2020 ₹	As at 31 st March 2019 ₹
a. Work-in-progress	7,57,09,522	10,08,44,603
Total	7,57,09,522	10,08,44,603

Note : A-15

Trade Receivables (Unsecured considered good, unless stated otherwise) (refer note Part C-9)

Particulars	As at 31 st March 2020 ₹	As at 31 st March 2019 ₹
a) Outstanding for a period over six months from the due date	52,52,03,685	51,16,17,304
b) Others	11,25,66,459	35,52,63,535
Total	63,77,70,144	86,68,80,839

Note : Trade receivables outstanding for over six months are slow moving and are subject to the outcome of arbitration and/or reconciliation proceedings arising out of various Contractual obligations and are considered good and realisable by Management.

Note : A-16

Cash & Bank Balances

Particulars	As at 31 st March 2020 ₹	As at 31 st March 2019 ₹
A. Cash & cash equivalents		
a. Balances with banks :		
Balance in Current Accounts	9,68,87,046	69,48,669
b. Cash in hand	47,58,053	27,60,943
Sub Total	10,16,45,099	97,09,612
B. Other Bank Balances:		
a. Deposits - Margin money (Refer note below)	1,08,74,698	2,87,55,645
b. Earmarked Balances (unpaid dividend accounts)	31,545	79,258
Sub Total	1,09,06,243	2,88,34,903
Total	11,25,51,342	3,85,44,515

Note: Deposits - Margin money with bank represents balance in Fixed deposit accounts with bank 'having fixed maturity period, subject to renewal as per requirement to be a security.

Note : A-17

Short Term Loans and Advances (Unsecured and Advances Considered good unless stated otherwise)

Particulars	As at 31 st March 2020 ₹	As at 31 st March 2019 ₹
a. Others		
Site Advances (refer note no.Part C-9)	45,99,31,896	59,85,69,053
Less: Expected Credit Allowance	(94,40,000)	(27,97,614)
	45,04,91,896	59,57,71,439
Staff Advances	9,59,489	11,29,085
Advances to creditors (refer note no.Part C-9)	52,89,53,598	24,33,762
Interest Receivable	1,37,81,716	1,60,26,412
Total	99,41,86,699	61,53,60,698

The Company recognises loss allowances under Expected Credit Loss (ECL) model for the financial assets which are not fair valued through Profit and Loss Account.

Note : A-18**Other Current Assets**

Particulars	As at 31 st March 2020 ₹	As at 31 st March 2019 ₹
Prepaid Expenses	34,88,650	14,49,107
Total	34,88,650	14,49,107

Note : A-19**Contingent liabilities and commitments (to the extent not provided for)**

Particulars	As at 31 st March 2020 ₹	As at 31 st March 2019 ₹
(1) Contingent Liabilities		
(a) Guarantees	-	-
(2) In respect of Income Tax Demands (Refer Note Part C-2)	1,398.77	1,406.96
	1,398.77	1,406.96
(2) Commitments	-	-
Total	1,398.77	1,406.96

Note : A-20**Revenue from Operations**

Particulars	For the year ended 31 st March 2020 ₹	For the year ended 31 st March 2019 ₹
Contract Receipt	78,41,99,663	43,98,82,327
Contract Receipt Joint Ventures	40,08,55,126	44,21,56,695
Other Operating Revenues	5,12,19,364	83,64,375
Work uncertified	-	20,30,08,466
Total	1,23,62,74,152	1,09,34,11,863

Note : A-21**Other Income**

Particulars	For the year ended 31 st March 2020 ₹	For the year ended 31 st March 2019 ₹
Interest on Bank Deposits	38,82,592	20,87,598
Other Misc Income	-	75,36,853
Revaluation of investment at fair value	-	1,12,135
Total	38,82,592	97,36,586

Note : A-22

Construction and Direct Operating Expenses

Particulars	For the year ended	For the year ended
	31 st March 2020	31 st March 2019
	₹	₹
Materials	10,89,787	-
Diesel & Oil Incl Crusher	-	60,298
Labour Charges	90,376	-
Joint Venture Expenses	35,87,97,972	55,96,38,215
Sub-Contract Charges	77,02,48,662	48,59,83,031
Transport Charges	1,40,075	4,14,099
Lab Testing Charges	36,630	-
Machinery Repairs & Maintenance	3,53,984	15,74,996
Electricity Charges	6,87,133	3,90,610
Duties and Taxes	3,53,014	20,42,956
Factory Expenses	1,10,274	81,551
Water Charges	1,13,317	97,508
Total	1,13,20,21,224	1,05,02,83,264

Disclosure for value of Imported and Indigenous Raw materials and spare parts and components and consumed and % thereof - Rs NIL (Previous Year Rs NIL)

Note : A-23

Changes in Inventories of Work-in Progress

Particulars	For the year ended	For the year ended
	31 st March 2020	31 st March 2019
	₹	₹
Closing stock	7,57,09,522	10,08,44,603
Opening stock	10,08,44,603	19,77,34,516
Changes in Inventories of Work-in Progress	(2,51,35,081)	(9,68,89,913)

Inventories of Rs.9,68,89,913 was written off to profit and loss account in previous year and was shown under Exceptional items

Note : A-24

Employee Benefits expenses

Particulars	For the year ended	For the year ended
	31 st March 2020	31 st March 2019
	₹	₹
(a) Salaries	86,94,075	64,54,260
(b) Contributions to Provident fund/Gratuity	8,46,241	10,19,023
(c) Staff welfare expenses	6,80,820	14,04,185
Total	1,02,21,136	88,77,468

Disclosure as per Accounting Standards AS 15

Defined Contribution plan : Company contribution to Provident Fund is charged to the profit and loss account of the year when the contributions to the respective fund are due.

Defined Benefit Plan : Gratuity liabilities are provided for based on actuarial valuation. The Actuarial valuation is done on Projected Unit Credit method.

Actuarial gains or losses are recognized immediately in the statements of the profit and loss account as income or expense.

The assumptions, workings based on which gratuity liability is recognized and provided/reversed for is as below:

A) Assumptions

Particulars	Details
Discount rate	6.51%
Salary escalation rate	10%
Rate of return (expected) on plan assets	Nil (as no fund)
Withdrawal/Attrition rate	5 % (throughout)
Benefits	As per Gratuity Act
Expected average remaining service	6.87
Retirement age :	58 & 65 years

B) Amounts to be recognized in the balance sheet:

Particulars	Amount (Rs.)
PVO at the end of year	38,74,068
Fair value of plan Assets at the end of year	-
Funded status	(38,74,068)
Unrecognized Actuarial Gain/(Loss)	-
Net Asset/(Liability) recognized in the balance sheet	(38,74,068)

C) Expense recognized in the statement of Profit and Loss account:

Particulars	Amount (Rs.)
Current Service Cost	4,55,215
Interest Cost	3,42,226
Expected Return on Plan Assets	-
Net Actuarial Gain/(Loss) recognized for the year	-
Expense/(Income) to be recognized in the statement of Profit and Loss account	7,97,441

D) Movements in the Liability recognized in Balance Sheet :

Particulars	Amount (Rs.)
Opening Net Liability	49,93,210
Expenses/(reversal of earlier provision) as above	7,97,441
Contribution paid	2,63,600
Other comprehensive Income	16,52,983
Closing Net Liability	57,90,651
Closing Current Liability	8,61,880
Closing Non Current Liability	30,12,188

Note : A-25

Finance Costs

Particulars	For the year ended 31 st March 2020 ₹	For the year ended 31 st March 2019 ₹
Interest Expenses	20,09,622	18,39,548
Bank Charges	58,586	7,63,826
Total	20,68,208	26,03,374

Note : A-26

Other Expenses

Particulars	For the year ended	For the year ended
	31 st March 2020	31 st March 2019
	₹	₹
Advertisement & Sales Promotion	96,699	52,322
Auditor's Remuneration	10,00,000	12,96,610
Conveyance	2,47,648	2,18,638
Directors Sitting Fees	99,000	48,000
Donation	1,42,900	1,41,600
Professional Tax	35,742	5,000
Insurance	9,95,390	6,75,152
Membership & Subscription	9,20,275	24,73,303
Other Misc Expenses	-	1,723
Postage, Telegram & Courier	1,78,711	2,39,043
Printing and Stationery	3,72,179	9,96,228
Professional Charges	66,26,595	18,96,605
Rent Rates and Property Tax	41,35,925	39,71,966
Registration, Tender Fees & Legal Charges	8,38,866	4,07,636
Repairs and Maintenance -Others	44,03,738	23,09,725
Security Charges	3,56,469	2,28,854
Telephone /Fax Charges	2,82,626	2,68,321
Travelling Expenses (including foreign travelling)	5,76,781	37,33,791
Bad debts/Provision of loss Investment	8,44,395	-
Total	2,21,53,939	1,89,64,516

Note : A-27

Disclosures of details of auditors remuneration:

Particulars	For the year ended	For the year ended
	31 st March 2020	31 st March 2019
	₹	₹
Statutory Audit fees	10,00,000	10,00,000
Income Tax Audit fees	-	-
Certification and other fees	-	2,96,610
Total	10,00,000	12,96,610

Note : A-28

Disclosures of details of Managerial remuneration:

Particulars	For the year ended	For the year ended
	31 st March 2020	31 st March 2019
	₹	₹
Salary & Allowance (incl. in salaries)	25,80,000	25,80,000
Director's Sitting Fees	99,000	48,000
Total	26,79,000	26,28,000

Note : A-29**Disclosure of earning and expenditure in foreign currency during the financial year :**

Sr. No	Particulars	For the year ended	For the year ended
		31 st March 2020	31 st March 2019
		₹	₹
A	Earning in foreign currency	Nil	Nil
B	Expenditure in foreign currency		
1	Royalty	Nil	Nil
2	Know how fees	Nil	Nil
3	Professional and consultation fees	Nil	Nil
4	Interest	Nil	Nil
5	Travelling Expenses	28,601	7,69,122
6	Provision for foreign exchange loss	Nil	Nil

Note : A-30**Disclosure of Foreign currency dividend remittances :**

Sr. No	Particulars	For the year ended	For the year ended
		31 st March 2020	31 st March 2019
		₹	₹
1	Dividend Remittance	Nil	Nil
2	No. of Non-Resident Shareholders	34	46

Note: A-31**Issue of Share Warrants**

During the year the Company has issued 2,15,00,000 (Two Crore Fifteen Lacs) share warrants at a price of Rs.16/- per warrant to Gulshan Chopra, Aishwarya Chopra, Pooja Chopra, Siddhant Chopra, Bylan-Niraj Infra Projects Private Limited, Chem Logistics & Infra Private Limited. The warrant holder(s) shall be entitled to exercise the option of conversion of any or all of the warrants in one or more tranches by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity shares to the warrant holder(s).

If the entitlement against the Warrants to apply for the Equity Shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the warrant holder(s) to apply for Equity Shares of the Company along with the rights attached there to shall expire and any amount paid on such warrants shall stand forfeited.

Annexure 1 – Disclosure of Transactions with Related Parties

Disclosures for transactions with related parties as required by Ind AS24 issued by the Institute of Chartered Accountants of India are as follows:

Particulars of Joint Venture and/or Entities and/or concerns where control exists	SR.NO.	NAME OF PARTY
Jointly Controlled Operations	1	Niraj- SCPL JV
	2	Niraj -Mahavir JV
	3	RKD-Niraj JV
	4	Niraj-SMIPL JV
	5	Niraj-Shiv Sai JV

b. Key Management Personnel		
Sr. No.	Name of the Person	Role in the Company
1	Mr. Gulshan Chopra	Managing Director
2	Mr. Ratan Chopra	Whole Time Director
3	Mr. Soni Agarwal	Chief Financial Officer
4	Ms. Anupkumari Shukla	Company Secretary & Compliance Officer

The above information has been determined to the extent such parties have been identified on the basis of Information provided by the Company, which has been relied upon by the auditors.

Disclosure of related parties transactions as per IndAS-24 Financial Year 2019-20

Nature of transaction	Name of Parties	Amount in Rs.			
		Kay Management Personnel	Relatives of the key Managerial Personnel	Associates & JV	Enterprises in which key Management personnel may have significant influence
Transactions during the year					
Contract Receipt	Niraj -Mahavir (JV)			24,019,474	
	RKD-Niraj (JV)			171,716,158	
	Niraj-SMIPL (JV)			205,788,585	
	Niraj-Shivsai (JV)			28,150,248	
Managerial Remuneration	Mr. Gulshan Chopra	2,400,000			
	Mr. Ratan Krishan Chopra	180,000			
Rent Rate & Taxes A/c	Mr. Gulshan Chopra	21,22,200			
Sub-Contract Charges	Niraj -Mahavir (JV)			16,169,385	
	RKD-Niraj (JV)			161,191,659	
	Niraj-SMIPL (JV)			153,920,061	
	Niraj-Shivsai (JV)			27,516,867	
Salaries & allowances	Krishan Kumar Chopra		327,000		
Account Receivable	Niraj -SCPL (JV)			4,928,434	
	Niraj -Mahavir (JV)			6,421,331	
	RKD-Niraj (JV)			845,452	
	Niraj-SMIPL (JV)			49,192,444	
	Niraj-Shivsai (JV)			633,381	
	Asha Trading Company				7,141,557
Account Payable	Mr. Gulshan Chopra	297,232			
	Mr. Ratan Krishan Chopra	68,111			

Disclosure of related parties transactions as per AS-18		Financial Year 2018-19			
Nature of transaction	Name of Parties	Amount in Rs.			
		Kay Management Personnel	Relatives of the key Managerial Personnel	Associates & JV	Enterprises in which key Management personnel may have significant influence
Transactions during the year					
Contract Receipt	Niraj -SCPL (JV)			46,72,28,364	
	Niraj -Mahavir (JV)			2,32,93,901	
	RKD-Niraj (JV)			8,05,37,148	
Managerial Remuneration	Mr. Gulshan Chopra	24,00,000			
	Mr. Ratan Krishan Chopra	1,80,000			
Rent Rate & Taxes A/c	Mr. Gulshan Chopra	18,00,000			
Sub-Contract Charges	Niraj -SCPL (JV)			45,78,83,796	
	Niraj -Mahavir (JV)			2,28,28,014	
	RKD-Niraj (JV)			7,89,26,405	
Salaries & allowances	Krishan Kumar Chopra		3,26,750		
	Mr. Soni Agrawal				
Account Receivable	Niraj -SCPL (JV)			33,83,148	
	Niraj -Mahavir (JV)			34,20,328	
	RKD-Niraj (JV)			73,47,163	
	Asha Trading Company				71,93,428
Account Payable	Mr. Gulshan Chopra	6,85,424			
	Mr. Ratan Krishan Chopra	80,700			

Part -B

1. Company Overview:

Niraj Cement Structurals Ltd. ("the Company") is a Public Limited Company incorporated in India having its registered office at Mumbai, Maharashtra, India. The Company is engaged in infrastructural services.

Significant Accounting Policies:

a. Statement of compliance:

The Company's financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereof issued by Ministry of Corporate Affairs in exercise of the powers conferred by section 133 of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment. These financial statements have been approved for issue by the Board of Directors at their meeting held on 30th June, 2020.

b. Basis of accounting:

The Company maintains its accounts on accrual basis following historical cost convention, except for certain financial instruments that are measured at fair value in accordance with Ind AS.

Fair value measurements are categorized as below based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company can access at measurement date;
- Level 2 inputs are inputs, other than quoted prices included in level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the valuation of assets or liabilities.

Above levels of fair value hierarchy are applied consistently and generally, there are no transfers between the levels of the fair value hierarchy unless the circumstances change warranting such transfer.

c. Presentation of financial statements:

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 (“the Act”). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS7 “Statement of Cash Flows”. The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

Amounts in the financial statements are presented in Indian Rupees in lakh rounded off to two decimal places as permitted by Schedule III to the Companies Act, 2013. Per share data are presented in Indian Rupees to two decimal places.

d. Operating cycle for current and non-current classification:

Operating cycle for the business activities of the company covers the duration of the specific project/contract/product line/service including the defect liability period wherever applicable and extends up to the realisation of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business.

e. Use of judgements and estimates:

The preparation of the financial statements in conformity with Ind AS requires management to make certain estimates, judgments and assumptions. These affect the application of accounting policies, the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the reporting date of the financial statements and reported amounts of income and expenses during the period. Accounting estimates could change from period to period and the actual results could differ from those estimates. These are reviewed by the management on an on-going basis and appropriate changes in estimates are made prospectively as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

The management believes that the estimates used in preparation of these financial statements are just, prudent and reasonable.

f. Exceptional items:

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and disclosed as such in the financial statements.

g. Property, Plant and Equipment (PPE):

PPE is recognized when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. PPE acquired on hire purchase basis are recognized at their cash values. Cost includes professional fees related to the acquisition of PPE and for qualifying assets, borrowing costs capitalised in accordance with the Company’s accounting policy.

Own manufactured PPE is capitalized at cost including an appropriate share of overheads. Administrative and other general overhead expenses that are specifically attributable to construction or acquisition of PPE or bringing the PPE to working condition are allocated and capitalised as a part of the cost of the PPE.

PPE not ready for the intended use on the date of the Balance Sheet are disclosed as “capital work-in-progress”. (Also refer to policy on leases, borrowing costs, impairment of assets and foreign currency transactions infra).

Depreciation is recognised using straight line method so as to write off the cost of the assets (other than freehold land and properties under construction) less their residual values over their useful lives specified in Schedule II to the Companies Act, 2013, or in the case of assets where the useful life was determined by technical evaluation, over the useful life so determined. Depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated use full life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life/ residual value is accounted on prospective basis.

Where cost of a part of the asset (“asset component”) is significant to total cost of the asset and useful life of that parties different from the use full life of the remaining asset, useful life of that significant parties determined separately and such asset component is depreciated over its separate useful life.

Depreciation on additions to/deductions from, owned assets is calculated pro rata to the period of use. Extra shift depreciation is provided on a location basis.

Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life. Assets acquired under finance leases are depreciated on a straight line basis over the lease term. Where there is reasonable certainty that the Company shall obtain ownership of the assets at the end of the lease term, such assets are depreciated based on the useful life adopted by the Company for similar assets.

Freehold land is not depreciated

Such classes of assets and their estimated useful lives are as under:

Nature of Assets	Useful Life (in years.)
Plant and Machinery	15
Factory Premises and Weighbridge	30
Motor cars, Trucks and dumpers, etc.	8
Furniture and Other equipment	10
Office equipment	5
Computers	3

The Company does not have a program of verification to cover all the items of fixed assets in a phased manner. Fixed assets were not physically verified by the management during the year.

h. Revenue Recognition:

Ind AS 115: The objective of this Standard is to establish the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer.

Identifying the Contract:

An entity shall account for a contract with a customer that is within the scope of this Standard only when all of the following criteria are met:

- (a) the parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations;
- (b) the entity can identify each party’s rights regarding the goods or services to be transferred;
- (c) the entity can identify the payment terms for the goods or services to be transferred;
- (d) the contract has commercial substance (ie the risk, timing or amount of the entity’s future cash flows is expected to change as a result of the contract); and
- (e) it is probable that the entity will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, an entity shall consider only the customer’s ability and intention to pay that amount of consideration when it is due. The amount of consideration to which the entity will be entitled may be less than the price stated in the contract if the consideration is variable because the entity may offer the customer a price concession

Identifying Performance Obligation:

At contract inception, an entity shall assess the goods or services promised in a contract with a customer and shall identify as a performance obligation each promise to transfer to the customer either: (a) a good or service (or a bundle of goods or services) that is distinct; or 596 (b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer

Satisfaction of performance obligations:

An entity shall recognise revenue when (or as) the entity satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

Performance obligations satisfied over time

When either party to a contract has performed, an entity shall present the contract in the balance sheet as a contract asset or a contract liability, depending on the relationship between the entity's performance and the customer's payment. An entity shall present any unconditional rights to consideration separately as a receivable.

Measurement

When (or as) a performance obligation is satisfied, an entity shall recognise as revenue the amount of the transaction price (which excludes estimates of variable consideration) that is allocated to that performance obligation.

Determining the transaction price

An entity shall consider the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, some sales taxes). The consideration promised in a contract with a customer may include fixed amounts, variable amounts, or both.

i. Investments:

Under Ind AS, these financial assets have been classified as Fair Value through Profit or Loss (FVTPL) on the date of transition and fair value changes after the date of transition has been recognised in profit or loss.

j. Fair value measurement:

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties.

The following methods and assumptions were used to estimate the fair values:

- Fair value of current assets which includes loans given, cash and cash equivalents, other bank balances and other financial assets - approximate their carrying amounts.
- Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

k. Borrowings:

Borrowing costs include interest expense calculated using the effective interest method, finance charges in respect of assets acquired on finance lease and exchange differences arising on foreign currency borrowings to the extent they are regarded as an adjustment to interest costs.

Borrowing costs net of any investment income from the temporary investment of related borrowings that are attributable to the acquisition, construction or production of a qualifying asset are capitalised/inventoried as part of cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised in Profit or Loss in the period in which they are incurred.

l. Financial Instruments:

Financial assets and/or financial liabilities are recognized when the company becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction values and where such values are different from the fair value, at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such financial assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in Profit or Loss.

In case of funding to subsidiary companies in the form of interest free or concession loans and preference shares, the excess of the actual amount of the funding over initially measured fair value is accounted as an equity investment.

A financial asset and a financial liability is offset and presented on net basis in the balance sheet when there is a current legally enforceable right to set-off the recognised amounts and it is intended to either settle on net basis or to realise the asset and settle the liability simultaneously.

(i) Financial assets:

- A. All recognised financial assets are subsequently measured in their entirety either at amortised cost or at fair value depending on the classification of the financial assets as follows:
1. Investments in debt instruments that are designated as fair value through profit or loss (FVTPL) - at fair value.
 2. Investments in debt instruments that meet the following conditions are subsequently measured at amortised cost (unless the same designated as fair value through profit or loss):
 - The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
 - The contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
 3. Investment in debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income [FVTOCI] (unless the same are designated as fair value through profit or loss)
 - The asset is held with in a business model whose objective is achieved both by collecting contractual cash flow sand selling financial assets; and
 - The contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
 4. Debt instruments at FVTPL is a residual category for debt instruments, if any, and all changes are recognized in profit or loss.
 5. Investment in equity instruments issued by subsidiary, associate and joint venture companies are measured at cost less impairment.
 6. Investment in preference shares of the subsidiary companies are treated as equity instruments if the same are convertible into equity shares or are redeemable out of the proceeds of equity instruments issued for the purpose of redemption of such investments. Investment in preference shares not meeting the aforesaid conditions are classified as debt instruments at FVTPL.
 7. Investments in equity instruments are classified as at FVTPL, unless the related instruments are not held for trading and the Company irrevocably elects on initial recognition to present subsequent changes in fair value in Other Comprehensive Income.
- B. For financial assets that are measured at FVTOCI, income by way of interest and dividend, provision for impairment and exchange difference, if any,(on debt instrument)are recognized in profit or loss and changes in fair value(other than on account of above income or expense) are recognised in other comprehensive income and accumulated in other equity. On disposal of debt instruments at FVTOCI, the cumulative gain or loss previously accumulated in other equity is reclassified to profit or loss. In case of equity instruments at FVTOCI, 1 such cumulative gain or loss is not reclassified to profit or loss on disposal of investments.
- C. A financial asset is primarily derecognized when:
1. the right to receive cash flows from the asset has expired, or
 2. the company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety, the difference between the carrying amounts measured at the date of derecognition and the consideration received is recognised in Profit or Loss.

- D. Impairment of financial assets: The Company recognizes impairment loss on trade receivables using expected credit loss model, which involves use of a provision matrix constructed on the basis of historical credit loss experience as permitted under Ind AS 109. Impairment loss on investments is recognised when the carrying amount exceeds its recoverable amount.
- (ii) Financial liabilities:
 - A. Financial liabilities, including derivatives and embedded derivatives, which are designated for measurement at FVTPL are subsequently measured at fair value. Financial guarantee contracts are subsequently measured at the amount of impairment loss allowance or the amount recognised at inception net of cumulative amortisation, whichever is higher. All other financial liabilities including loans and borrowings are measured at amortised cost using Effective Interest Rate (EIR) method.
 - B. A financial liability is derecognised when the related obligation expires or is discharged or cancelled.

m. Inventories:

Inventories are valued after providing for obsolescence, as under:

- (i) Raw materials, components, construction materials, stores, spares and loose tools at lower of weighted average cost or net realisable value. However, these items are considered to be realisable at cost if the finished products in which they will be used, are expected to be sold at or above cost.
- (ii) Manufacturing work-in-progress at lower of weighted average cost including related overheads or net realisable value. In some cases, manufacturing work-in-progress are valued at lower of specifically identifiable cost or net realisable value. In the case of qualifying assets, cost also includes applicable borrowing costs vide policy relating to borrowing costs.
- (iii) Finished goods and stock-in-trade (in respect of goods acquired for trading) at lower of weighted average cost or net realisable value. Cost includes related overheads and excise duty paid/payable on such goods.
- (iv) Completed property/work-in-progress(including land)in respect of property development activity at lower of specifically identifiable cost or net realisable value.

Assessment of net realisable value is made at each reporting period end and when the circumstances that previously caused inventories to be written-down below cost no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the write-down, if any, in the past period is reversed to the extent of the original amount written-down so that the resultant carrying amount is the lower of the cost and the revised net realizable value.

n. Cash and Bank Balances:

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term and liquid investments being subject to more than insignificant risk of change in value, are not included as part of cash and cash equivalents.

o. Security premium account:

- (i) Securities premium includes:
 - A. The difference between the face value of the equity shares and the consideration received in respect of shares issued.
 - B. The fair value of the stock options which are treated as expense, if any, in respect of shares allotted pursuant to Stock Options Scheme.
- (ii) The issue expenses of securities which qualify as equity instruments are written off against securities premium account.

p. Employee Benefits:

- (i) Short term employee benefits:

Employee benefits such as salaries, wages, short term compensated absences, expected cost of bonus, gratia and performance-linked rewards falling due wholly within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service.

(ii) Post-employment benefits:

A. Defined contribution plans: The Company's superannuation scheme, state governed provident fund scheme, employee state insurance scheme and employee pension scheme are defined contribution plans. The contribution paid/payable under the schemes is recognized during the period in which the employee renders the related service.

B. Defined benefit plans:

The employees' gratuity fund schemes and employee provident fund schemes managed by board of trustees established by the Company, the post-retirement medical care plan and the Company pension plan represent defined benefit plans. The present value of the obligation under defined benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows using a discount rate based on the market yield on government securities of a maturity period equivalent to the weighted average maturity profile of the defined benefit obligations at the Balance Sheet date.

Re-measurement, comprising actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability or asset) and any change in the effect of asset ceiling (if applicable) is recognised in other comprehensive income and is reflected in retained earnings and the same is not eligible to be reclassified to profit or loss. Defined benefit costs comprising current service cost, past service cost and gains or losses on settlements are recognised in the Statement of Profit and Loss as employee benefits expense. Interest cost implicit in defined benefit employee cost is recognised in the Statement of Profit and Loss under finance cost. Gains or losses on settlement of any defined benefit plan are recognised when the settlement occurs. Past service cost is recognised as expense at the earlier of the plan amendment or curtailment and when the company recognises related restructuring costs or termination benefits.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

(iii) Long term employee benefits:

The obligation recognised in respect of long term benefits such as compensated absences, long service award etc. is measured at present value of estimated future cash flows expected to be made by the Company and is recognised in a similar manner as in the case of defined benefit plans vide (ii)(B) supra.

Long term employee benefit costs comprising current service cost and gains or losses on curtailments and settlements, re-measurements including actuarial gains and losses are recognised in the Statement of Profit and Loss as employee benefit expenses. Interest cost implicit in long term employee benefit cost is recognised in the Statement of Profit and Loss under finance cost.

(iv) Termination benefits:

Termination benefits such as compensation under employee separation schemes are recognized as expense when the Company's offer of the termination benefit is accepted or when the Company recognizes the related restructuring costs whichever is earlier.

q. Taxes on Income:

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments/appeals.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Company's financial statements and the corresponding tax bases used in computation of taxable profit and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax liabilities are generally recognised for all taxable temporary differences including the temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are generally recognized for all taxable temporary differences to the extent that is probable that taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets relating to unabsorbed depreciation/business losses/losses under the head “capital gains” are recognized and carried forward to the extent of available tax able temporary differences or where there is convincing other evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities.

Transaction or event which is recognised outside Profit or Loss, either in Other Comprehensive Income or in equity, is recorded along with the tax as applicable.

r. Accounting for Joint Ventures:

The company has booked turnover and related cost of Joint Venture entities and partners in its books of account. However, the whole projects have been handled by Joint Venture Partners / Entities and related GST and TDS complied by Joint Venture Partners/ Entities.

s. Financial Risk Management objectives and policies:

The Company’s financial risk management is an integral part of how to plan and execute its business strategies. The Company’s financial risk management policy is set by the Managing Board.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits , receivables, payables and loans and borrowings.

1) Market Risk (Interest rate risk):

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates.

According to the Company’s interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 0.50% increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management’s assessment of the reasonably possible change in interest rates.

Exposure to interest rate risk (Rs. in Lakh)

Particulars	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
Total Borrowings (Including current maturity of long term debt)	1738.41	2045.87
% of Borrowings out of above bearing variable rate of interest	100	100

Interest rate sensitivity

A change of 0.50% in interest rates would have following Impact on profit before tax (Rs. in Lakh)

	2019-2020	2018-2019
0.50% increase would decrease the profit before tax by	0.88	0.77
0.50% decrease would Increase the profit before tax by	0.88	0.77

2) Credit risk:

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forward-looking information such as:

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counter-party,
- iii) Financial or economic conditions that are expected to cause a significant change to the counter-party's ability to meet its obligations,
- iv) Significant increase in credit risk on other financial instruments of the same counter-party, Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Subject to notes and balance written off, based on the historical data, loss on collection of other receivable is provided as follows:

Particulars	Amount (in Rs.)
Short term loans and advances:	
1. Unsecured, considered good	
Site advances	4599.32
Less: Expected Credit Allowance	(94.40)
Balance	4504.92

Ageing of Account receivables

Receivable dues	As at 31 st March,2020	As at 31 st March,2019
Upto 3 months	1337.10	1433.74
3 to 6 months	2174.81	3921.100
6 to 12 months	475.59	979.80
More than 12 months	2390.21	2333.27

3) Liquidity Risk:

Prudent liquidity risk management implies maintaining sufficient cash and market able securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows

1. Maturity patterns of borrowings

(Rs. in Lakh)

As at 31 st March, 2020	0-1 year	1-3 year	3-5 year	Beyond 5 Year	Total
Long term borrowings (Including current maturity of long term debt)	276.00	1462.41			1738.41
Short term borrowings	196.65				196.65
Total	472.65	1462.41	-	-	1935.06

(Rs. in Lakh)

As at 31 st March, 2019	0-1 year	1-3 year	3-5 year	Beyond 5 Year	Total
Long term borrowings (Including current maturity of long term debt)	534.87	1511.00	-	-	2045.87
Short term borrowings	-	-	-	-	-
Total	534.87	1511.00	-	-	2045.87

2. Maturity patterns of other Financial Liabilities other than borrowings

(Rs. in Lakh)

As at 31 st March, 2020	0-3 Month	3-6 Months	6 Months to 12 Months	Beyond 12 Months	Total
Trade Payable	884.57	1433.00	96.93	529.73	2944.23
Other Financial liability (Current and Non-Current)	28.60	144.83	5.25	255.18	433.88
Total	913.17	1577.83	102.18	784.91	3378.11

(Rs. in Lakh)

As at 31 st March, 2019	0-3 Month	3-6 Months	6 Months to 12 Months	Beyond 12 Months	Total
Trade Payable	833.84	1222.82	286.77	320.66	2664.09
Other Financial liability (Current and Non-Current)	200.61	6.43	16.99	1128.26	1352.29
Total	1034.45	1229.25	303.76	1448.92	4016.38

- t. **Lease** : Ind AS 116 – Leases which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract and replaces the previous standard on leasing, Ind AS 17 – Leases. Ind AS 116 eliminates the classification of leases for the lessee as either operating leases or finance leases as required by Ind AS 17 and instead, introduces a single lessee accounting model where by lessee is required to recognize assets and liabilities for all leases with a term that is greater than 12 months, unless the underlying asset is of low value, and to recognise depreciation of leased assets separately from interest on lease liabilities in the income statement.

The accounting by lessors under the new standard is substantially unchanged from today's accounting in Ind AS 17. Lessors classify all leases using the same classification principle as in IAS 17 and distinguish between two types of leases: operating and finance leases. For operating leases, lessors continue to recognize the underlying asset. For finance leases, lessors derecognize the underlying asset and recognize a net investment in the lease similar to today's requirements. Any selling profit or loss is recognized at lease commencement.

u. **Provisions, contingent liabilities and contingent assets:**

Provisions are recognised only when:

- the Company has a present obligation (legal or constructive) as a result of a past event; (ii) it is probable that an Out flow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the amount of the obligation.

Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is the present value of those cash flows. Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of:

- A present obligation arising from past events, when it is not probable that an out flow of resources will be required to settle the obligation; and

- (ii) A present obligation arising from past events, when no reliable estimate is possible. Contingent assets are disclosed where an inflow of economic benefits is probable.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision.

v. Statement of Cash Flows:

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method, adjusting the profit before tax excluding exceptional items for the effects of:

- (i) Changes during the period in inventories and operating receivables and payables transactions of an on-cash nature;
- (ii) non-cash items such as depreciation, provisions, unrealised foreign currency gains and losses; and
- (iii) all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as at the date of Balance Sheet.

Note: Part C

Note C 1: Earnings Per Share

In accordance with Ind AS 33, calculation of EPS is given below:

PARTICULARS	2019-20	2018-19
Profit after taxation as per Books	1,74,02,757	1,26,60,719
Weighted Average Number of equity shares outstanding during the year	1,86.55,300	1,79,81,327
Nominal Value of share	10	10
Basic EPS (Rs)	0.93	0.70
Calculation of Diluted EPS	0.93	0.70
Profit after taxation as per Books	1,74,02,757	1,26,60,719
Weighted Average Number of equity shares outstanding during the year	1,86.55,300	1,79,81,327
Diluted EPS	0.93	0.70

Note : C-2 .Income Tax Matters

Name of Statute	Nature of Dues	Amount (in Lakh)	Period For Which The Amount Relates	Forum Where The Dispute is Pending
Income Tax Act 1961	Income tax	474.06	2010-11	CIT (A) Mumbai
Income Tax Act 1961	Income tax	431.74	2011-12	CIT (A) Mumbai
Income Tax Act 1961	Income tax	348.14	2012-13	CIT (A) Mumbai

Note : C-3 Other Statutory Dues

Income Tax Matters

Particulars	Year	Rs. in Lakh
Income Tax	TDS - On Contracts & Others	144.83

Note : C-4 : Set off of advance tax and prepaid taxes against provisions made:

The advance tax, Tax deducted at Source and other prepaid taxes and provisions thereof are shown on net basis for both VAT and Income Tax.

Note : C-5 : Segment Reporting:

- a) The main business activities of company are that of execution of Infrastructure development Project through fixed price contracts. The same is considered as single segment by the Company in terms of guidelines provided in Accounting Standard 17.
- b) During the year under review, the company has been operating in India and the same is considered as single geographical segment for the purpose of disclosures.

Note : C-6 : Related Parties Disclosure: Given in Annexure 1 attached

Note : C-7 : In the opinion of the Board, except otherwise stated all assets other than fixed assets and non current investments, have a realisable value in the ordinary course of business which is not different from the amount at which it is stated. The provision for current liabilities and other liabilities is adequate and not in excess of amount reasonably necessary.

Note : C-8 : Details of pending litigation / arbitration claims:

Company's claim for work done, material supply, final bill claims, retentions, mobilisation/ material advances given, receivables, etc is amounting to Rs.2116.73 Lacs, which is under arbitration.

Note : C-9 : Trade payables, Trade receivables, Advances received, Advances given, GST liabilities and Income Tax assets (Net of liabilities) are subject to reconciliation and confirmation. The management is the process of reconciling the same

Note : C-10: Previous year's figures have been shown regrouped / rearranged, where considered necessary.

In terms of our report attached.

For Chaturvedi Sohan & Co.

Chartered Accountants

FRN : 118424W

Noshir B Captain

Partner

M No-009889

Place : Mumbai

Date : 30th June 2020

For and on behalf of the Board of Directors

Gulshan Chopra

Managing Director

DIN: 01068051

Soni Agarwal

Chief Financial Officer

Place : Mumbai

Date : 30th June 2020

Ratan Chopra

Whole Time Director

DIN: 07413782

Anupkumari Shukla

Company Secretary &

Compliance Officer



REGISTERED OFFICE

Niraj Cement Structurals Ltd

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