

## SECRETARIAL COMPLIANCE REPORT OF NITIRAJ ENGINEERS LIMTED FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2024.

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by NITIRAJ ENGINEERS LIMITED (hereinafter referred as 'the listed entity'), having its registered office at 306 A BABHA BLDGN M MARG NEAR POLICE STATION MUMBAI MH 400011 IN Secretarial Review was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon. Based on my/our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I/we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

## We have examined:

- (a) all the documents and records made available to us and explanation provided by NITIRAJ ENGINEERS LIMTED (CIN: L31909MH1999PLC119231) ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges
- (c) website of the listed entity
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification

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

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

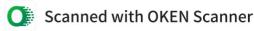
The specific Regulations, whose provisions and the circulars/ guissued thereunder, have been examined, include: -

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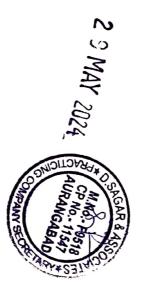


- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the company during the reporting period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the company during the reporting period)
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the reporting period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the company during the reporting period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the reporting period).
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
   (Not applicable to the company during the reporting period).
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;



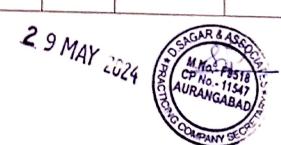
(a) (\*\*) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

						No.	Sr.
	clause)	including specific	guidelines	circulars/	(Regulations/	Requirement	Compliance
•,						Circular No.	Regulation / Deviations
						CATACTOTIS	Devistions
				рy	Laken	Tollin	704:
				Action		Type	3
				Violation	01	Details	
					Amount	Fine	
	Secretary	Company	Practicing	of the	Amount s/ Remarks	Observation	
	1				Response	Management Remark	
						Remark	



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

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviat ions	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation s/ Remarks of the Practicing Company Secretary	Management Response	Remark
1	Related party transaction disclosures within 30 days of publication of standalone & consolidated financial results	Regulation 23(9)	- NS	NSE Advisory/ Clarification / Fine/Show Cause Notice/ Warning, etc	The Company has not complied with regulation 23(9) of listing regulations.	-	The Management has confirmed that the Company has rectified non- compliance	The SEBI has reversed the fine amount through the letter dated 05th April,		



I hereby report that, during the review period the compliance status of the listed entity with the following requirements: I.

Sr. No.	Particulars	Compliance status (Yes/No/N. A)	Practicing Company
1)	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.		The company has generally complied with the applicable secretarial standards issued by the Institute of Company Secretaries of India.  Few procedural lapses have been observed in compliance of the same.
2)	Adoption and timely updation of the Policies:  All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities:  All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelin es issued by SEBI		The company has adopted all the policies in accordance with SEBI(LODR) except following policies:  1. details of familiarization programmes imparted to independent directors including the following details:  ii) number of programmes attended by independent directors (during the year and on a cumulative basis till late), iii)number of hours spent by independent directors in such programmes (during the year and on cumulative basis till late), and iii) other relevant details

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and disclosures on ntity is maintaining site. ssemination of th nformation under		The entity has maintained the disclosures on website excep following:  1. details of familiarization programmes imparted to
n on the website provided in annua rnance reports unde (2) are accurate and re-directs to the	a d e	independent directors including the following details:- (i) number of programmes attended by independent directors (during the year and on a cumulative basis till date), (ii)number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and (iii) other relevant details
ector of the Company under Section 164 of	No	None
ion of material anies.  Requirement of	Not applicable	None
y is preserving and ords as prescribed alations and disposal s per Policy of	Yes	None
	provided in annual rnance reports under (2) are accurate and re-directs to the nent(s)/ section of the company under Section 164 of 2013.  to Subsidiaries of nave been examined the examines.  Requirement of as other subsidiaries.  Documents:  y is preserving and the examined example of as prescribed allations and disposal to the examined examines are policy of the examined examines.  Documents:	provided in annual rnance reports under (2) are accurate and in re-directs to the nent(s)/ section of the nent(s)/ section of the nent(s)/ section 164 of 2013.  To Subsidiaries of nave been examined applicable annies.  Requirement of as other subsidiaries.  Documents:  Yes  y is preserving and tords as prescribed allations and disposal as per Policy of Documents and rescribed under SEBI

7)	Performance Evaluation:  The listed entity has conducted	Yes	None
	performance evaluation of the Board Independent Directors and the Committees at the start of ever financial year as prescribed in SER Regulations.	d, ne	
8)	Related Party Transactions:	Yes	None
	(a) The listed entity has obtaine prior approval of Audit Committee for all Related party transactions.	d or	
	(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee, In case no prior approval has been obtained.	n e y e	
9)	Disclosure of events or information:	Yes	None
	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10)	Prohibition of Insider Trading:	Yes	None
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.		
11)	Actions taken by SEBI or Stock exchange, if any:	No	None
	No action(s) has been taken against the listed entity/ its promoters/directors/subsidiaries either by SEBI		SAGAR & ASSOCIATION OF THE PROPERTY OF THE PRO
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	or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEB Regulations and circulars/ guidelines issued thereunder (or)  The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.		
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries:  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		None
13.	Additional Non-compliances, if any:  No additional non-compliance observed for all SEBI regulation / circular/guidance note etc.	No	None

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Assumptions & Limitation of scope and Review:

- 1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- 4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity

Signature:

FOR D SAGAR & ASSOCIATES

**2** 9 MAY 2024

CS SAGAR RAMRAGADE BAD

PRACTICING COMPANY SECRETARY

FCS NO.: 9518 CP NO.: 11547

PEER REVIEW NO.: 1192/2021 UDIN: F009518F000481143

Date: 29.05.2024

Place: Chhatrapati Sambhajinagar (Formerly known as Aurangabad)