

- Electronic Weighing Scales & Systems
- Electronic Currency Counting Machines
- Electronic Fare Meters
- Home Automation

### CORPORATE OFFICE & WORKS :

Plot No. J-25, J-26, MIDC, Awadhan,  
DHULE - 424 006 (M.S.) INDIA  
TEL. +91 - 2562 - 255081, 295181  
E-mail : response@nitiraj.net  
Web Site : www.nitiraj.net

Date - 29/05/2026

To,  
The Manager  
Listing & Compliance Department,  
National Stock Exchange of India Limited Exchange  
Plaza, 5th Floor, Plot No. C/1,  
G Block, Bandra-Kurla Complex, Bandra,  
Mumbai- 400051.

(Company ID: NITIRAJ ISIN: INE439T01012)

**Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2026**

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant Circular(s) issued by SEBI/Exchanges from time to time, we are submitting the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2026, issued by D Sagar & Associates, Practicing Company Secretary and the Secretarial Auditor of the Company.

We request you to take this on record and to treat the same as compliance with the applicable provisions of the Listing Regulations.

Thanking you,

Yours Faithfully,  
**FOR NITIRAJ ENGINEERS LIMITED,**

Deepika Amit  
Dalmiya

Digitally signed by  
Deepika Amit Dalmiya  
Date: 2026.05.29  
19:13:39 +05'30'

**Deepika Dalmiya**  
Company Secretary &  
Compliance Officer  
M.No A58029

• BRANCH OFFICES •

CHHATTISGARH

Ambikapur 222506 Raipur 4045448  
Bilaspur 401606 Raigarh 231140

MAHARASHTRA

Ahmednagar 9168548056  
Akola 2422857  
Aurangabad 9372833300  
Buldhana 244854

Dhule 240623  
Jalgaon 2217179  
Nashik 2316875  
Parbhani 916880405

ORISSA

Balanga 09338885585  
Berhampur 2224641  
Jeypore 251572  
Sambalpur 2541598



Practicing Company Secretary

**SECRETARIAL COMPLIANCE REPORT OF  
NITIRAJ ENGINEERS LIMITED  
FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2026.**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by NITIRAJ ENGINEERS LIMITED (CIN No L31909MH1999PLC119231) (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 31<sup>st</sup> March, 2026 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 LIMITED (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 31<sup>st</sup> March, 2026 ("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 ("SEBI");



**28 MAY 2026**

CS SAGAR DEO | B.S.L., LL.B., ACS

**D SAGAR & ASSOCIATES**

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deo.sagar@rediffmail.com  
www.dsagar.in

Shop No-4, Sai Arcade, Behind LIC office,  
Cannought Garden, CIDCO,  
Aurangabad-431003 (Maharashtra) IN

22, 'Renuka', Vyankatesh Colony,  
Near Chetak Ghoda, Javahar Colony,  
Aurangabad - 431 005 (Maharashtra) IN

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

- (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;
- (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;

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(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:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remark
1.	Regulation 29(2)/29(3) of SEBI (Listing Obligations and Disclosures) Regulations, 2008	Regulation 29(2)/29(3) of SEBI (Listing Obligations and Disclosures) Regulations, 2008	The company failed to give the prior intimation about the proposed agenda for dividend recommendation to stock exchanges at least 2 days prior to the date of meeting as prescribed under Regulation 29(1)(e) of SEBI (LODR).	NSE	Fine	During the period under review, the board at its meeting held on 29 <sup>th</sup> May 2025 recommended the final dividend of Rs.1.50 per equity share, however the company has failed to give the prior intimation about the	11,800	The company was expected to give the prior intimation about the proposed agenda for dividend recommendation to stock exchanges at least 2 days prior to the date of meeting as prescribed under Regulation 29(1)(e) of SEBI (LODR).	The Company has paid fine	-



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<p>ons, 2015</p>	<p>Requi remen ts) Regul ations , 2015</p>	<p>Secretari Standar ds (SS) issued by the Institute of Compan y Secretari es India (ICSI), as notified by the Central Govern ment</p>	<p>-</p>	<p>proposed resolution dividend recommendation to stock exchanges at least 2 days prior to the date of meeting as prescribed under Regulation 29(1)(e) of SEBI (LODR).</p>	<p>Refer Point 1 below</p>	<p>A. The company was expected to upload the counter-signed Scrutinizers report as prescribed.  B. Notice should contain the mandatory disclosures under SS-2</p>	<p>A. The Company acknowledges the observation made by the Secretarial Auditor. Omission was inadvertent and procedural in nature. The Company confirms that the voting process and declaration of results were duly carried out in compliance with applicable provisions of the Companies Act, 2013 and SEBI Regulations. The Company has taken note of the</p>	<p>-</p>
<p>2.</p>	<p>Secretarial Standards (SS-2)</p>	<p>A. Scrutinizer's report filed by company with the NSE are not countersigned by the Chairperson.  B. Notice and annexed explanatory statement of Annual General Meeting does not contains mandatory disclosure.</p>	<p>-</p>	<p>Refer Point 1 below</p>	<p>A. The company was expected to upload the counter-signed Scrutinizers report as prescribed.  B. Notice should contain the mandatory disclosures under SS-2</p>	<p>A. The Company acknowledges the observation made by the Secretarial Auditor. Omission was inadvertent and procedural in nature. The Company confirms that the voting process and declaration of results were duly carried out in compliance with applicable provisions of the Companies Act, 2013 and SEBI Regulations. The Company has taken note of the</p>	<p>-</p>	



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under section 118(10) of the Companies Act, 2013

requirement under Secretarial Standard-2 and has strengthened its internal compliance checklist to ensure that all future Scrutinizer's Reports shall be duly countersigned by the Chairperson or authorized person before submission to the Stock Exchange.

B. The Company takes note of the observations regarding certain disclosures in the General Meeting Notice relating to appointment/re-appointment of directors and remuneration matters. The omissions were unintentional and occurred due to oversight while



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												<p>preparing the explanatory statement annexed to the Notice. The Company confirms that all appointments and approvals were duly considered and approved by the Board, Nomination &amp; Remuneration Committee and shareholders, wherever applicable. Necessary care shall be taken in future to ensure complete compliance with the disclosure requirements prescribed under Secretarial Standard-2 and applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations.</p>
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(b)The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remark
1.	Related party transaction disclosures within 30 days of publication of standalone & consolidated financial results	Regulation 23(9) / SEBI/HO/CFD/PoD2 /CIR/P/20 23/120	-	NSE	Advisory/ Clarification / Fine/Show Cause Notice/ Warning, etc	The Company has not complied with regulation 23(9) of listing regulations.	5900	The company has made delay of one day to submit RPT transaction. Hence Stock exchange has levied penalty of one day.	The Management has confirmed that the Company has rectified non-compliance and also paid the fine amount.	The Company has paid fine of Rs. 5900/- on dated 01/07/2024.



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2.	Details regarding the voting results of General meeting shall submit to the stock exchange, within Two working days.	Regulation 44(3)/SEBI/HO/CFD/PoD2/CIR/P/2023/120	-	NSE	Advisory/Clarification / Fine/Show Cause Notice/Warning, etc.	The Company has not complied with regulation 44(3) of listing regulations.	11800	There was delay in submission of voting results as per regulation 44(3)	The Management has confirmed that the Company has rectified non-compliance and also paid the fine amount.	The Company has paid fine of Rs. 11800/- dated 16/10/2024.
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I] I hereby report that, during the review period the compliance status of **NITIRAJ ENGINEERS LIMITED** the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/N.A)	Observations/ Remarks by Practicing Company Secretary
1)	<p><b><u>Secretarial Standards:</u></b></p> <p>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.</p>	No	<p>During the period under review, it was observed that the Scrutinizer's Reports submitted by the Company to NSE on 10<sup>th</sup> May 2025, 24<sup>th</sup> September 2025, 10<sup>th</sup> March 2026 were not countersigned by the Chairperson or any other authorized person. The Company is advised to ensure compliance with the procedural requirements prescribed under Secretarial Standard-2 (SS-2) relating to declaration of e-voting results</p> <p>During the period under review the company at its Annual General Meeting revised the remuneration of Mr. Rajesh Bhatwal, Mrs. Shakuntala Bhatwal, Mr. Yi Hung Sin, Mr. Gajanan Deshmukh. However, the notice of AGM dated 30<sup>th</sup> August 2025 fails to disclose the details of last remuneration paid and other necessary details as prescribed in SS-2.</p>
2)	<b><u>Adoption and timely updation of the Policies:</u></b>	Yes	None

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	<ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities:</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guide lines issued by SEBI.</li> </ul>		
3)	<p><b><u>Maintenance and disclosures on Website</u></b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	Yes	None
4)	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	None
5)	<p><b><u>Details related to Subsidiaries of listed entities have been examined wrt.:</u></b></p> <p>(a) Identification of material</p>	Not Applicable	The Company is not having any subsidiary or associate company; hence, this clause is not applicable.

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	subsidiary companies. (b) Disclosure Requirement of material as well as other subsidiaries.		
6)	<b><u>Preservation of Documents:</u></b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	None
7)	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	None
8)	<b><u>Related Party Transactions:</u></b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.  (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee, In case no prior approval has been obtained.	Yes	None
9)	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule	Yes	None

28 MAY 2026



	III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10)	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11)	<b>Actions taken by SEBI or Stock exchange, if any:</b>	No	During the period under review the stock exchange imposed the Fine amounting to Rs. 11,800/- on the company on 13 <sup>th</sup> June 2025 for non compliance with Regulation 29 (2)/(3) of SEBI (LODR) Regulation, 2015.
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b>  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.	Not Applicable	There was no resignation of statutory auditors from the Company during the period under review.
13.	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for all SEBI regulation /circular/guidance note etc.	Not Applicable	No additional non-compliances observed during the period under review.

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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**



**28 MAY 2026**

**CS SAGAR RAMRAO DEO**  
PRACTICING COMPANY SECRETARY  
FCS NO.: 9518; MEM NO: F9518  
CP NO.: 11547  
PEER REVIEW NO.: 7876/2026  
**UDIN: F009518H000519203**

Date: 28/05/2026

Place: Chhatrapati Sambhajinagar