



G R INFRAPROJECTS LIMITED

(Formerly known as G.R. Agarwal Builders and Developers Limited)

CIN : L45201GJ1995PLC098652

1st September 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400001
Scrip Code: 543317

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1
G Block, Bandra-Kurla Complex, Bandra(E)
Mumbai -400051
Symbol: GRINFRA

Sub: Notice of 27th Annual General Meeting (“AGM”) of the members of the Company scheduled on 26th September 2023.

Dear Sir,

Pursuant to Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith Notice of 27th AGM of the Company scheduled to be held on Tuesday, 26th September 2023 at 2:00 PM (IST) through Video Conferencing / Other Audio-Visual Means.

The said Notice of 27th AGM is also uploaded on the website of the Company at www.grinfra.com.

This is for your information and record.

Thanking you,

Yours sincerely,

For G R Infraprojects Limited

Sudhir Mutha
Company Secretary
ICSI Membership No. ACS18857

Enclosed: As above.

CORPORATE OFFICE :
2nd Floor, Novus Tower
Plot No. 18, Sector-18
Gurugram, Haryana-122015, India
Ph.: +91-124-6435000

HEAD OFFICE :
GR House, Hiran Magri, Sector-11
Udaipur, Rajasthan-313002, India
Ph.: +91-294-2487370, 2483033

REGISTERED OFFICE :
Revenue Block No. 223
Old Survey No. 384/1, 384/2, Paiki
and 384/3, Khata No. 464, Kochariya
Ahmedabad, Gujarat-382220, India

Email : info@grinfra.com | Website : www.grinfra.com



Notice of Annual General Meeting

Notice is hereby given that the Twenty-Seventh (27th) Annual General Meeting (AGM) of the Members of G R Infraprojects Limited will be held on Tuesday, 26th day of September 2023 at 2:00 PM through Video Conferencing ("VC") / other audio-visual means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2023 together with the Report of Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Vinod Kumar Agarwal (DIN: 00182893) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

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

3. **Ratification of Remuneration of Cost Auditors for the Financial Year 2023-24:**

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the recommendation of the Audit Committee, the remuneration payable to M/s. Rajendra Singh Bhati & Co., Cost Accountants (Firm Registration Number: 101983) appointed by the Board of Directors as Cost Auditors to conduct the audit of cost records of the Company for the Financial Year ending 31st March 2024 amounting to ₹ 90,000/- (Rupees Ninety Thousand only) plus applicable taxes and reimbursement of out of pocket expenses as may be incurred by them during the course of Audit be ratified.

RESOLVED FURTHER THAT approval of the Members be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to the resolution in this regard."

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

4. **Re-appointment of Mr. Vinod Kumar Agarwal as a Chairman & Wholetime Director (DIN: 00182893):**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be

and is hereby accorded to re-appoint Mr. Vinod Kumar Agarwal (DIN: 00182893) as a Chairman & Wholetime Director, for a period of 5 (five) years from the expiry of his present term of office, i.e., with effect from 01st October 2023 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT Mr. Vinod Kumar Agarwal, Chairman & Wholetime Director shall preside over the meetings of the Board of Directors and Members of the Company.

RESOLVED FURTHER THAT all the Directors and the Company Secretary of the Company be and are hereby authorized, severally, to do all acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

5. **Re-appointment of Mr. Ajendra Kumar Agarwal as a Managing Director (DIN: 01147897):**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to re-appoint Mr. Ajendra Kumar Agarwal (DIN: 01147897) as a Managing Director, for a period of 5 (five) years from the expiry of his present term of office, i.e., with effect from 1st April 2024 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT all the Directors and the Company Secretary of the Company be and are hereby authorized, severally, to do all acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

6. **To consider alteration in Articles of Association of the Company:**

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions if any, of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof

for the time being in force), consent of the Members of the Company be and is hereby accorded for alteration of Articles of Association of the Company by substituting Article 131 as follows:

131 In the event of (a) the company borrowing any money from any Financial Corporation or Institution, Government or Government Body or any Collaborator, Bank, Person or Persons or any other loan giving agency or source; and/or (b) the company borrowing money by issuing debentures or bonds or similar instrument to the Debenture Holders / Bond Holders / Holders of such instrument, while any money remains due to them or any of the said Corporation, Institution or the Government body or the financier Collaborator or Bank or Debenture Holders / Bond Holders / Debenture Trustee acting for the benefit of the Debenture Holders/ Bond Holders or any body as the case may be, they including the Debenture Trustee shall have and may exercise the rights and powers to nominate from time to time any person or persons to be Director or Directors of the Company, in accordance with provisions of the Companies Act 2013, applicable laws, regulatory or listing requirements and terms and conditions of such transaction documents. Such Director shall not be required to hold any qualification share and shall not be liable to retire by rotation subject to the limits prescribed under the Companies Act. Any person so nominated may at anytime be removed from office by the nominating authority who may from the time

of removal or in case of death or resignation of the person nominate and any other in his place. Any such nomination or removal shall be in writing signed by the nominator and served on the Company. The said Director shall also be appointed as a member of any committee of the Board and shall not be liable for any act or omission of the Company. The said Director shall be entitled to all the rights and privileges of other non-executive directors and the sitting fees, expenses as payable to other directors on the Board and any other fees, commission, monies or remuneration in any form payable to the non-executive directors, which shall be to the account of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

By order of the Board,
For G R Infraprojects Limited

Sudhir Mutha

Company Secretary

ICSI Membership No. ACS18857

Date: 28.08.2023
Place: Udaipur

NOTES:

1. A Statement pursuant to Section 102(1) of the Act ("Explanatory Statement") relating to the Item No.3 to 6 to be transacted at the Meeting is annexed hereto.
2. Pursuant to General Circular No. 20/2020 dated 5th May 2020 issued by the Ministry of Corporate Affairs ("MCA") read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April 2020 and 13th April 2020 respectively and MCA General Circular No. 10/2022 dated 28th December 2022 ("MCA Circulars"), the Company will be conducting this Annual General Meeting ("AGM" or "Meeting") through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM").
3. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Since the AGM will be held through VC/OAVM facility, the attendance slip, proxy form and Route Map are not annexed to this Notice.
5. The Company has appointed KFin Technologies Limited, Registrar and Transfer Agent, for conducting the AGM and for voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in the notes and is also available on the website of the Company at www.grinfra.com.
6. Voting at the AGM: Members who could not vote through remote e-voting may avail the e-voting facility which will be made available at the Meeting ("e-voting"), facility to be provided by KFin Technologies Limited.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 2000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors,

- Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
 9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
 10. Mr. Ronak Jhuthawat (ICSI Membership No. F9738), proprietor of M/s. Ronak Jhuthawat & Co., Practicing Company Secretaries (Firm Registration No. S2013RJ222900), and failing him Mr. Surya Prakash Moud (ICSI Membership No. A54419), proprietor of M/s. S P Moud & Associates, Practicing Company Secretaries (Firm Registration No. S2023RJ906400), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 11. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him/her in writing, who shall countersign the same.
 12. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.grinfra.com and on the website of KFin Technologies Limited at <https://evoting.kfintech.com/> immediately after the declaration of result by the Chairman or any person authorized by him/her in writing and the same shall be communicated to the BSE Limited and the National Stock Exchange of India Limited. The results will also be displayed on the Notice Board of the Company at its Registered Office. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. 26th September 2023.
 13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act 2013, will be available electronically for inspection by the Members during the AGM. All the relevant documents referred to in this Notice and the Explanatory Statement will be available for inspection electronically without any fees by the Members. Members seeking to inspect such documents can send an email to secretarial@grinfra.com.
 14. The Company has designated an exclusive email Id i.e. secretarial@grinfra.com to enable investors to register their complaints, if any.
 15. Electronic copy of the Annual Report for FY 2022 - 23 and Notice of AGM has been uploaded on the Company's website www.grinfra.com and is being sent to all the Members whose email IDs are registered with the Company/ Depository Participant(s)/RTA for communication purposes and also available on the website of BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. Further, the Notice of the AGM is available on the website of KFin Technologies Limited, the agency engaged for providing e-voting facility, i.e. <https://evoting.kfintech.com/>.
 16. Instructions for voting through electronic means (e-voting), joining the AGM and other instructions relating thereto are as under:

PROCEDURE FOR REMOTE E-VOTING

 - i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09th December 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin Technologies Limited ("Kfintech"), on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
 - ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
 - iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
 - iv. The remote e-voting facility will be available during the following period:
 - a. Commencement of remote e-voting: 9:00 AM (IST) on 23rd September 2023
 - b. End of remote e-voting: 5:00 PM (IST) on 25th September 2023
 - v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 19th September 2023.
 - vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the

Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for

remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 : Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

- i) **Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode	<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</p>
with NSDL	<p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.Kfintech.</p> <p>V. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.

Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:**II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'G R Infraprojects Limited'- "AGM" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id csronakjhuthawat@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

Details on Step 3 are mentioned below:**III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.
- v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/

send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at secretarial@grinfra.com. Questions /queries received by the Company till 22nd September 2023 shall only be considered and responded during the AGM.

- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will be opened from 20th September 2023 to 22nd September 2023. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened from 20th September 2023 to 22nd September 2023.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help &

Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or send e-mail at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications

- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 19th September 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 - 1. Example for NSDL:
 - 2. MYEPWD <SPACE> IN12345612345678
 - 3. Example for CDSL:
 - 4. MYEPWD <SPACE> 1402345612345678
 - 5. Example for Physical:
 - 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013.

Item No. 3:

The Board of Directors has approved the appointment of the M/s. Rajendra Singh Bhati & Co., Cost Accountants (Firm Registration Number: 101983) to conduct the audit of the cost records of the Company, for the financial year ending 31st March 2024 at a remuneration of ₹ 90,000/- (Rupees Ninety Thousand) plus applicable taxes and actual out-of-pocket expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the Members is hereby sought for ratification of remuneration of the Cost Auditor as set out at Item No. 3 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 4:

The Board of Directors of the Company at its meeting held on 18th May 2023 has, subject to approval of Members, reappointed Mr. Vinod Kumar Agarwal (DIN: 00182893) as a Chairman & Wholetime Director, for a period of 5 (five) years from the expiry of his present term, i.e., with effect from 01st October 2023, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board. Members' approval is sought for the re-appointment of and remuneration payable to Mr. Vinod Kumar Agarwal as Chairman & Wholetime Director, in terms of the applicable provisions of the Companies Act, 2013 (the "Act").

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Vinod Kumar Agarwal are as under:

1. **Remuneration:** ₹ 40,00,000 (Rupees Forty Lakh) per month including any allowances as per policy of the Company, with authority to the Board of Directors (which expression shall include any Committee thereof) to revise the remuneration from time to time, ensuring that any such revision shall be in compliance with Companies Act, 2013, taking into account the performance of the Company.
2. **Commission:** Upto 5% of Net Profits (calculated as per the provisions of the Companies Act, 2013) of the Company as may be decided by Board of Directors from time to time.
3. **Medical Expense:** Reimbursement of medical expenses incurred (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family.
4. **Car:** Provision of use of Chauffeur driven Company Car.
5. **Accommodation:** Furnished accommodation (including gas, electricity, water, etc.). The value of this perquisite shall be restricted to an amount equivalent to ₹ 6,00,000 per month.

6. **Leave Travel Concession:** Leave Travel Concession for self and family. The value of this perquisite shall be restricted to an amount equivalent to ₹ 8,00,000 per annum.
7. **Club Membership:** Club Membership Fee equivalent upto an amount of ₹ 1,00,000 per month.
8. **PF Contribution:** Contribution to Provident Fund shall be as per rules of the Company and applicable laws.
9. **Gratuity:** Gratuity payable shall as per rules of the Company and applicable laws.
10. **Reimbursement of Expenses:** In addition to the remuneration described above, the Company will, for the period of his appointment, reimburse for Travel, Hotel and other Incidental Expenses incurred by him in the performance of role and duties as Chairman & Wholetime Director of the Company.

Further wherein any Financial Year during the currency of the tenure of Mr. Vinod Kumar Agarwal as Chairman & Wholetime Director, the Company has no profits or its profits are inadequate, the Company may pay the above remuneration as the minimum remuneration by way of salary subject to receipt of the requisite approvals, if any.

Mr. Vinod Kumar Agarwal is interested in the resolution set out at Item No. 4 of the Notice. Mr. Ajendra Kumar Agarwal, Managing Director, being related to Mr. Vinod Kumar Agarwal may be deemed to be interested in the resolution set out at Item No. 4 of the Notice.

The other relatives of Mr. Vinod Kumar Agarwal may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution at Item No. 4 of this Notice for approval of the Members.

Item No. 5:

The Board of Directors of the Company at its meeting held on 18th May 2023 has, subject to approval of Members, reappointed Mr. Ajendra Kumar Agarwal (DIN: 01147897) as a Managing Director, for a period of 5 (five) years from the expiry of his present term, i.e., with effect from 01st April 2024, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board.

Members' approval is sought for the re-appointment of and remuneration payable to Mr. Ajendra Kumar Agarwal as Managing Director, in terms of the applicable provisions of the Companies Act, 2013 (the "Act").

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Ajendra Kumar Agarwal are as under:

1. **Remuneration:** ₹ 40,00,000 (Rupees Forty Lakh) per month including any allowances as per policy of the Company, with authority to the Board of Directors (which

expression shall include any Committee thereof) to revise the remuneration from time to time, ensuring that any such revision shall be in compliance with Companies Act, 2013, taking into account the performance of the Company.

2. **Commission:** Upto 5% of Net Profits (calculated as per the provisions of the Companies Act, 2013) of the Company as may be decided by Board of Directors from time to time.
3. **Medical Expense:** Reimbursement of medical expenses incurred (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family.
4. **Car:** Provision of use of Chauffeur driven Company Car.
5. **Accommodation:** Furnished accommodation (including gas, electricity, water, etc.). The value of this perquisite shall be restricted to an amount equivalent to ₹ 6,00,000 per month.
6. **Leave Travel Concession:** Leave Travel Concession for self and family. The value of this perquisite shall be restricted to an amount equivalent to ₹ 8,00,000 per annum.
7. **Club Membership:** Club Membership Fee equivalent upto an amount of ₹ 1,00,000 Per Month.
8. **PF Contribution:** Contribution to Provident Fund shall be as per rules of the Company and applicable laws.
9. **Gratuity:** Gratuity payable shall as per rules of the Company and applicable laws.
10. **Reimbursement of Expenses:** In addition to the remuneration described above, the Company will, for the period of his appointment, reimburse for Travel, Hotel and other Incidental Expenses incurred by him in the performance of role and duties as Managing Director of the Company.

Further wherein any Financial Year during the currency of the tenure of Mr. Ajendra Kumar Agarwal as Managing Director, the Company has no profits or its profits are inadequate, the Company may pay the above remuneration as the minimum remuneration by way of salary subject to receipt of the requisite approvals, if any.

Mr. Ajendra Kumar Agarwal is interested in the resolution set out at Item No. 5 of the Notice. Mr. Vinod Kumar Agarwal, Chairman & Wholetime Director, being related to Mr. Ajendra Kumar Agarwal may be deemed to be interested in the resolution set out at Item No. 5 of the Notice.

The other relatives of Mr. Ajendra Kumar Agarwal may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution at Item No. 5 of this Notice for approval of the Members.

Item No. 6:

The Securities and Exchange Board of India ("SEBI") vide its notification dated 02nd February 2023 has amended SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2023 ("NCS Regulations") by inserting new sub-regulation 6A in Regulation 18 which requires that debenture trust deed executed between Issuer and Debenture Trustee shall contain an Article on appointment of Nominee Director in case of following events:

- two consecutive defaults in payment of interest to the debenture holders; or
- default in creation of security for debentures; or
- default in redemption of debentures.

Further, the SEBI has also inserted sub-regulation 6 in Regulation 23 of the NCS Regulations which requires that the Article of Association of the Issuer shall contain an Article on appointment of a person as a Director nominated by the Debenture Trustee on occurrence of aforesaid events.

The SEBI vide its circular dated 09th February 2023 has clarified that issuer whose debt securities are listed as on the date of publication of the aforesaid amendment in the official gazette i.e. 02nd February 2023, shall amend its Articles of Association to comply with this provision, on or before 30th September 2023.

Presently, the Articles of Association ("AOA") of the Company has a provision for appointment of Nominee Director by any Institution in pursuance of the provisions of the applicable law. However, the AOA of the Company is also required to have an enabling provisions for appointment of such Director by the Debenture Trustee(s).

In order to have enabling provisions in the AOA of the Company to comply with the abovementioned requirements, it is proposed to modify/ substitute the existing Article 131 with respect to the appointment of Nominee Directors. The consent of the Members of the Company is sought for substitution of existing Article 131 of the AOA of the Company by way of a Special Resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution.

Accordingly, the Board recommends the Special Resolution set out in Item No. 6 of the Notice for approval of the Members.

By order of the Board,
For G R InfraProjects Limited

Sudhir Mutha

Company Secretary

ICSI Membership No. ACS18857

Date: 28.08.2023

Place: Udaipur

Profile of Directors proposed to be appointed/reappointed and other information as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is as under:

Name	Mr. Vinod Kumar Agarwal (DIN: 00182893)	Mr. Ajendra Kumar Agarwal (DIN:01147897)
Age and Date of Birth	65 years 11 th August 1959	59 years 05 th January 1964
Qualification	12 th Standard	Bachelor's in Civil Engineering
Expertise in specific functional areas and experience	He has over two decades of experience in the road construction industry. He looks after the strategy and policy formulation for our Company and liaises with various departments of the Government and also overlooks processes in our Company which includes, bidding, tendering and planning. He is also the president of the National Highways Builders Federation and was awarded the Excellence Award by the Hindustan Times for demonstrating excellence and deploying exponential strategies in their field by creating exceptional value for society in 2016.	He has experience of over two decades in the road construction industry. He is responsible for overseeing the functioning of our Company, especially the operational and technical aspects. He heads the in-house design team and is actively involved in continuous value engineering using the latest specifications and methodologies. He is also the head of budgeting, planning and monitoring process which has leveraged the timely completion of our projects.
Terms and conditions of appointment/re-appointment along with details of remuneration sought to be paid	As stipulated in explanatory statement item no. 4	As stipulated in explanatory statement item no. 5
Last drawn remuneration, if applicable	Monthly remuneration of ₹ 40 lakhs and a commission up to 5.00% of the net profits of our Company as may be determined by Board of Directors from time to time.	Monthly remuneration of ₹ 40 lakhs and a commission up to 5.00% of the net profits of our Company as may be determined by Board of Directors from time to time.
Date of first appointment on the Board	22 nd December 1995	1 st April 2006
Number of shares held in Company	49,41,512 Equity Shares (5.11% of the paid-up share capital of the company)	42,90,448 Equity Shares (4.44% of the paid-up share capital of the company)
Directorship in other companies	<ul style="list-style-type: none"> Reengus Sikar Expressway Limited 	<ul style="list-style-type: none"> Porbandar Dwarka Expressway Private Limited GR Highways Investment Manager Private Limited
Names of listed entities in which the person has resigned in the past three years	Nil	Nil
No. of Board Meetings attended	7 (Seven) out of 7 meeting held during FY 2022-23	7 (Seven) out of 7 meeting held during FY 2022-23
Membership/Chairman of the Committees in other Companies in India	Nil	Chairman of INVIT Offer Committee of the company GR Highways Investment manager Private Limited
Relationship with other Directors/KMP	He is brother of Mr. Ajendra Kumar Agarwal, Managing Director and Promoter of the Company	He is brother of Mr. Vinod Kumar Agarwal, Chairman & Wholetime Director and Promoter of the Company.