



G R INFRAPROJECTS LIMITED

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

CIN : U45201GJ1995PLC098652

27th September 2021

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: Proceedings of 25th Annual General Meeting of G R Infraprojects Limited held on Monday, 27th September 2021 pursuant to Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulation, 2015 (“SEBI Listing Regulations”).

This is to inform that the 25th Annual General Meeting (“AGM”) of the members of G R Infraprojects Limited (“the Company”) was held on 27th September 2021 at 3:00 PM (IST) through Video Conferencing (“VC”) /Other Audio-Visual Means (“OAVM”) in compliance with applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and in accordance with Circulars issued by Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”).

Further, in accordance with Regulation 30 and Regulation 44(3) of the SEBI Listing Regulations, and Rule 20 of the Companies (Management and Administration) Rules, 2014, we are enclosing herewith, the following annexures:

- Summary of proceedings of the AGM of the Company, pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI Listing Regulations: **Annexure-1.**
- Voting Results of the business transacted at the AGM pursuant to Regulation 44(3) of the SEBI Listing Regulations 2015, in the format prescribed pursuant to SEBI Circular No. CIR/CFD/CMD/8/2015, dated 4th November 2015: **Annexure-2**
- Consolidated Report of the Scrutinizer dated 27th September 2021 pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014: **Annexure-3**

The Voting Results along with the Scrutinizer's Report are also being made available on the website of the Company viz. <https://www.grinfra.com> and on the website of the Kfin Technologies Private Limited at <https://evoting.kfintech.com/>. The AGM was concluded at 3:45 PM (IST)

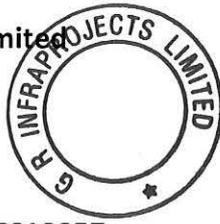
We request you to kindly take the above information on your records.

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



Annexure-1

Proceedings of the 25th Annual General Meeting of G R Infraprojects Limited

1. Date, Time and Venue of the Meeting:

The 25th Annual General Meeting (AGM) of the Company was held on Monday, 27th September 2021 at 3:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). The deemed venue for the AGM was the registered office situated at Revenue Block No. 223, Old Survey No. 384/1, 384/2 Paiki and 384/3, Khata No. 464, Kochariya, Ahmedabad -382220.

2. Proceedings in brief:

- i. The Company Secretary informed that in view of the continuing COVID-19 pandemic, and to ensure social distancing norms, the 25th Annual General Meeting of the Company was convened through Video Conferencing or Other Audio-Visual Means, in accordance with various circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") in this regard and in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations 2015. He welcomed all the members and introduced all the Directors present at the meeting, particularly confirming the presence of Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee. He further informed that representatives of Statutory Auditors i.e. BSR & Co. LLP and Secretarial Auditor and Scrutinizer i.e. Ronak Jhuthawat & Co. Company Secretaries were also attending the meeting.
- ii. The Company Secretary informed that all the Statutory Registers were available for inspection electronically.
- iii. Fifty-eight members attended the AGM through Video Conferencing or Other Audio-Visual Means. The Company Secretary confirmed the presence of requisite quorum and requested Mr. Vinod Kumar Agarwal, Chairman, to formally announce the commencement of proceedings and address the Shareholders.
- iv. Mr. Vinod Kumar Agarwal, Chairman presided over the meeting and welcomed all the Members and after ascertaining the quorum called the meeting to order at 3:00 PM.
- v. The Chairman then addressed the Members highlighting inter-alia the financial performance of the Company for the financial year 2020-21, projects won and status of order book position, industry overview, future outlook etc.
- vi. The Notice of the 25th AGM was taken as read.
- vii. The independent auditor's reports on the Company's consolidated and standalone financial statements for the financial year 2020-21 were unqualified and hence were not read out at the meeting.
- viii. Company Secretary informed the members that M/s. Ronak Jhuthawat & Co., Practicing Company Secretary, was appointed as the scrutinizer for the purpose of scrutinizing the e-voting at the Meeting and remote e-voting process. Necessary instructions regarding e-voting were also communicated to the members.
- ix. Members were also given the opportunity to ask questions and seek clarifications. The members raised queries, sought clarifications and gave their suggestions. The management provided necessary clarifications and addressed all the queries raised by the members.

3. Voting by members:

The Company had provided remote e-voting facility to its members to cast votes electronically, for all the 8 items of business set out in the notice from 24th September 2021 (9:00 AM) to 26th September 2021 (5:00 PM). Further, the facility for e-voting was made available to the members



who were present at the Meeting and had not casted their votes by remote e-voting. Voting was conducted by e-voting on all the resolutions as set out in the AGM Notice. All the e-voting instructions were clearly stated in the AGM Notice. The Meeting concluded with a Vote of thanks at 3:45 PM after being open for 15 minutes from the time of closure of the meeting for e-voting. After the completion of the AGM, M/s. Ronak Jhuthawat & Co., Practicing Company Secretaries ("the Scrutinizer") unblocked the votes casted through remote e-voting and e-voting at AGM and submitted their report. Based on the Report issued by the Scrutinizer, all the Resolutions as set out in the Notice of the 25th AGM were passed with requisite majority as given below:

Ordinary Business

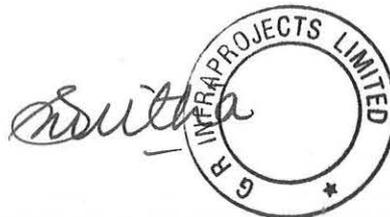
- a) To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2021 together with the Report of Auditors and Directors thereon.
- b) To appoint a Director in place of Mr. Vinod Kumar Agarwal (DIN: 00182893) who retires by rotation and being eligible, offers himself for reappointment.
- c) To appoint a Director in place of Mr. Ajendra Kumar Agarwal (DIN: 01147897) who retires by rotation and being eligible, offers himself for reappointment.
- d) To appoint S R B C & CO LLP as Statutory Auditors of the Company and to fix their remuneration.

Special Business:

- e) **Ordinary Resolution:** Ratification of Remuneration of Cost Auditor of the Company for Financial Year 2020-21.
- f) **Ordinary Resolution:** Ratification of Remuneration of Cost Auditor of the Company for Financial Year 2021-22
- g) **Special Resolution:** Appointment of Mr. Desh Raj Dogra (DIN: 00226775) as an Independent Director of the Company.
- h) **Special Resolution:** To approve G R Infraprojects Limited Employees Stock Option Scheme – 2021.

4. Statutory Confirmation:

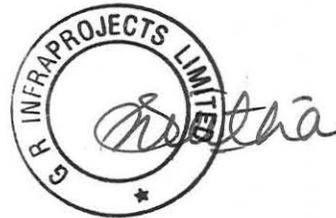
All compliance of the Act and Secretarial Standards with respect to calling, convening and conducting the Annual General Meeting were complied with.

The image shows a handwritten signature in cursive script, which appears to be "Smita", written over a circular stamp. The stamp contains the text "G R INFRAPROJECTS LIMITED" around the perimeter and a small star symbol at the bottom.

Annexure-2

Details of Voting Results

Date of the AGM	Annual General Meeting Monday, 27 th September 2021
Total number of shareholders on record date	As of cut-off date i.e. 20 th September 2021 85,902 Shareholders
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: 19 Public: 39	58



G R INFRAPROJECTS LIMITED

Resolution (1)

Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

1. To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2021 together with the Report of Auditors and Directors thereon.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,36,74,432	7,34,99,736	87.8401	7,34,99,736	0	100.0000	0.0000
	Poll		16,000	0.0191	16,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,35,15,736	87.8592	7,35,15,736	0	100.0000	0.0000
Public-Institutions	E-Voting	95,99,120	81,93,924	85.3612	81,93,924	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		81,93,924	85.3612	81,93,924	0	100.0000	0.0000
Public-Non Institutions	E-Voting	34,15,458	11,711	0.3429	11,483	228	98.0531	1.9468
	Poll		3,640	0.1066	3,640	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		15,351	0.4495	15,123	228	98.5148	1.4852
Total		9,66,89,010	8,17,25,011	84.5236	8,17,24,783	228	99.9997	0.0003

Result: carried by requisite majority

There were no invalid votes under any of the above category.



G R INFRAPROJECTS LIMITED

Resolution (2)

Resolution required: (Ordinary/ Special) ORDINARY RESOLUTION

Whether promoter/ promoter group are interested in the agenda/resolution? YES

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.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,36,74,432	5,22,70,744	62.4692	4,73,29,232	0	100.0000	0.0000
	Poll		16,000	0.0191	16,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5,22,86,744	62.4883	4,73,45,232	0	90.5492	0.0000
Public-Institutions	E-Voting	95,99,120	81,93,924	85.3612	81,93,924	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		81,93,924	85.3612	81,93,924	0	100.0000	0.0000
Public-Non Institutions	E-Voting	34,15,458	11,728	0.3434	7,729	3,999	65.9021	34.0978
	Poll		3,640	0.1066	3,640	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		15,368	0.4500	11,369	3,999	73.9784	26.0216
Total		9,66,89,010	6,04,96,036	62.5676	5,55,50,525	3,999	91.8251	0.0066

Result: carried by requisite majority

There were 4941512 invalid votes under the promoter category.



G R INFRAPROJECTS LIMITED

Resolution (3)

Resolution required: (Ordinary/ Special) ORDINARY RESOLUTION

Whether promoter/ promoter group are interested in the agenda/resolution? YES

3. To appoint a Director in place of Mr. Ajendra Kumar Agarwal (DIN: 01147897) who retires by rotation and being eligible, offers himself for reappointment.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,36,74,432	5,53,42,744	66.1406	5,04,01,232	0	100.0000	0.0000
	Poll		16,000	0.0191	16,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5,53,58,744	66.1597	5,04,17,232	0	91.0737	0.0000
Public-Institutions	E-Voting	95,99,120	81,93,924	85.3612	81,93,924	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		81,93,924	85.3612	81,93,924	0	100.0000	0.0000
Public-Non Institutions	E-Voting	34,15,458	11,718	0.3431	11,459	259	97.7897	2.2102
	Poll		3,640	0.1066	3,640	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		15,358	0.4497	15,099	259	98.3136	1.6864
Total		9,66,89,010	6,35,68,026	65.7448	5,86,26,255	259	92.2260	0.0004

Result: carried by requisite majority

There were 4941512 invalid votes under the promoter category.



G R INFRAPROJECTS LIMITED

Resolution (4)

Resolution required: (Ordinary/ Special) ORDINARY RESOLUTION

Whether promoter/ promoter group are interested in the agenda/resolution? NO

4. To appoint S R B C & CO LLP as Statutory Auditors of the Company and to fix their remuneration.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,36,74,432	7,34,99,736	87.8401	7,34,99,736	0	100.0000	0.0000
	Poll		16,000	0.0191	16,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,35,15,736	87.8592	7,35,15,736	0	100.0000	0.0000
Public-Institutions	E-Voting	95,99,120	81,93,924	85.3612	81,93,924	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		81,93,924	85.3612	81,93,924	0	100.0000	0.0000
Public-Non Institutions	E-Voting	34,15,458	11,722	0.3432	11,485	237	97.9781	2.0218
	Poll		3,640	0.1066	3,640	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		15,362	0.4498	15,125	237	98.4572	1.5428
Total		9,66,89,010	8,17,25,022	84.5236	8,17,24,785	237	99.9997	0.0003

Result: carried by requisite majority

There were no invalid votes under any of the above category.



G R INFRAPROJECTS LIMITED

Resolution (5)

Resolution required: (Ordinary/ Special) ORDINARY RESOLUTION

Whether promoter/ promoter group are interested in the agenda/resolution? NO

5. Ratification of Remuneration of Cost Auditor of the Company for Financial Year 2020-21.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,36,74,432	7,34,99,736	87.8401	7,34,99,736	0	100.0000	0.0000
	Poll		16,000	0.0191	16,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,35,15,736	87.8592	7,35,15,736	0	100.0000	0.0000
Public-Institutions	E-Voting	95,99,120	81,93,924	85.3612	81,93,924	0	100.0000	0.0000
	Poll		0	0.00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.00	0	0	0.0000	0.0000
	Total		81,93,924	85.3612	81,93,924	0	100.0000	0.0000
Public-Non Institutions	E-Voting	34,15,458	11,711	0.3429	11,397	314	97.3187	2.6812
	Poll		3,640	0.1066	3,640	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		15,351	0.4495	15,037	314	97.9545	2.0455
Total		9,66,89,010	8,17,25,011	84.5236	8,17,24,697	314	99.9996	0.0004

Result: carried by requisite majority

There were no invalid votes under any of the above category.



G R INFRAPROJECTS LIMITED

Resolution (6)

Resolution required: (Ordinary/ Special) ORDINARY RESOLUTION

Whether promoter/ promoter group are interested in the agenda/resolution? NO

6. Ratification of Remuneration of Cost Auditor of the Company for Financial Year 2021-22.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,36,74,432	7,34,99,736	87.8401	7,34,99,736	0	100.0000	0.0000
	Poll		16,000	0.0191	16,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,35,15,736	87.8592	7,35,15,736	0	100.0000	0.0000
Public-Institutions	E-Voting	95,99,120	81,93,924	85.3612	81,93,924	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		81,93,924	85.3612	81,93,924	0	100.0000	0.0000
Public-Non Institutions	E-Voting	34,15,458	11,729	0.3434	11,422	307	97.3825	2.6174
	Poll		3,640	0.1066	3,640	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		15,369	0.4500	15,062	307	98.0025	1.9975
Total		9,66,89,010	8,17,25,029	84.5236	8,17,24,722	307	99.9996	0.0004

Result: carried by requisite majority

There were no invalid votes under any of the above category.



G R INFRAPROJECTS LIMITED

Resolution (7)

Resolution required: (Ordinary/ Special) SPECIAL RESOLUTION

Whether promoter/ promoter group are interested in the agenda/resolution? NO

7. Appointment of Mr. Desh Raj Dogra (DIN: 00226775) as an Independent Director of the Company.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,36,74,432	7,34,99,736	87.8401	7,34,99,736	0	100.0000	0.0000
	Poll		16,000	0.0191	16,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,35,15,736	87.8592	7,35,15,736	0	100.0000	0.0000
Public-Institutions	E-Voting	95,99,120	81,08,355	84.4698	65,42,049	15,66,306	80.6828	19.3171
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		81,08,355	84.4698	65,42,049	15,66,306	80.6828	19.3171
Public-Non Institutions	E-Voting	34,15,458	11,723	0.3432	7,670	4,053	65.4269	34.5730
	Poll		3,640	0.1066	3,640	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		15,363	0.4498	11,310	4,053	73.6184	26.3816
Total		9,66,89,010	8,16,39,454	84.4351	8,00,69,095	15,70,359	98.0765	1.9235

Result: carried by requisite majority

There were no invalid votes under any of the above category.



Agenda- wise disclosure (to be disclosed separately for each agenda item)

G R INFRAPROJECTS LIMITED								
Resolution (8)								
Resolution required: (Ordinary/ Special)			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
8. To approve G R Infraprojects Limited Employees Stock Option Scheme – 2021.								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,36,74,432	7,34,99,736	87.8401	7,34,99,736	0	100.0000	0.0000
	Poll		16,000	0.0191	16,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,35,15,736	87.8592	7,35,15,736	0	100.0000	0.0000
Public-Institutions	E-Voting	95,99,120	81,93,924	85.3612	39,75,884	42,18,040	48.5223	51.4776
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		81,93,924	85.3612	39,75,884	42,18,040	48.5223	51.4776
Public-Non Institutions	E-Voting	34,15,458	11,716	0.3430	7,501	4,215	64.0235	35.9764
	Poll		3,640	0.1066	3,640	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		15,356	0.4496	11,141	4,215	72.5514	27.4486
Total		9,66,89,010	8,17,25,016	84.5236	7,75,02,761	42,22,255	94.8336	5.1664
Result: carried by requisite majority								
There were no invalid votes under any of the above category.								





RONAK JHUTHAWAT & CO.
Company Secretaries & Trademark Agent

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
25th Annual General Meeting of the Members of
G R INFRAPROJECTS LIMITED
Revenue Block No. 223, Old Survey No. 384/1, 384/2 Paiki &
384/3, Khata No.464, Kochariya Ahmedabad 382220.

Dear Sir,

Sub: 25th Annual General Meeting of the Shareholders of G R INFRAPROJECTS LIMITED held on Monday, 27th September, 2021 at 03:00 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

I, Ronak Jhuthawat of M/s Ronak Jhuthawat & Co., Company Secretary in practice (Certificate of Practice no. 12094), have been appointed by the Board of Directors of **G R INFRAPROJECTS LIMITED** (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting and e-voting during 25th Annual General Meeting in a fair and transparent manner, in respect of resolutions as per attached Annexure-1 transacted at the 25th Annual General Meeting (AGM) of the Shareholders of the Company.

I submit my report as under:

As per the General Circular No. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 respectively issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and 2021/11 dated 15th January, 2021, in view of COVID-19 pandemic, the said notification permits to hold AGM via **Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")**. As confirmed by the Company, notice dated 1st September 2021 was sent to the shareholders in respect of the resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the above mentioned circulars.



- A. The Company has appointed Kfin Technologies Private Limited to provide and facilitate remote e-voting services to the members of the Company to cast their votes through a secured electronic mode on the resolutions to be transacted at the said AGM.
- B. The Company had also provided e-voting facility to those shareholders who attended the AGM through VC / OAVM and who had not cast their vote through remote e-voting earlier.
- C. The cut-off date for determining the eligibility of the members to vote by remote e-voting or e-voting at the AGM was 20th September 2021. As on "Cut-off" date i.e. 20th September 2021, there were 85902 (Eighty Five Thousand Nine Hundred Two) shareholders.
- D. The remote e-voting facility started on 24th September 2021 (9:00 A.M.) and ended on 26th September 2021(5:00P.M.).
- E. The requisite advertisements pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended and in compliance with Ministry of Corporate Affairs Circular No. 20/2020 dated 5th May 2020 were published in "Financial Express" (in English) (All editions) and in "Financial Express" (in Gujarati) (Gujarati Edition) on 1st September 2021.
- F. The votes cast through remote e-voting and through e-voting were unblocked at 3:45 P.M. after conclusion of voting at the AGM held on Monday, 27th September 2021 in the presence of two witnesses who were not the employees of the Company.
- G. Based on the details containing list of Members who have casted their votes on remote e-voting platform as downloaded from the e-voting website of Kfin Technologies Private Limited (www.evoting.kfintech.com) and the votes cast by the members through VC / OAVM during AGM, the consolidated results of the remote e-voting and e-voting during AGM, on all items of the business transacted at the AGM held on Monday, 27th September 2021 are given in the Annexure-1 enclosed herewith, forming part of this Report.

CONCLUSION:

All the Resolutions mentioned in the AGM notice dated 1st September 2021 under the remote e-voting and e-voting through VC / OAVM during Annual General Meeting have been passed with requisite majority.



Thanking you,

Yours faithfully,

**For Ronak Jhuthawat & Co.
Company Secretaries**



**Ronak Jhuthawat
Proprietor**

Membership No. FCS 9738 (COP No. 12094)

Peer Review No.: S2013RJ222900

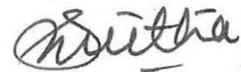
UDIN-F009738C001017382

Place: Udaipur

Date: 27th September, 2021



Counter signed by
For G R INFRAPROJECTS LIMITED



**(Sudhir Mutha)
Company Secretary
Authorised Person**

**Place: Gurugram
Date: 27th September, 2021**

Annexure-1
G R INFRAPROJECTS LIMITED

25th Annual General Meeting held on September, 27th September, 2021 at 3:00 P.M.

**CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING & THROUGH VIDEO CONFERENCING
(VC)/OTHER AUDIO VISUAL MEANS (OAVM)**

Item No. of Notice of AGM	Subject matter of the Resolution (in brief)		REMOTE E-VOTING		E-VOTING AT AGM*		TOTAL		%age of total valid votes	Invalid Votes	
			No. of members voted	No. of valid votes cast	No. of members voted	No. of valid votes cast	No. of members voted	No. of valid votes cast		No. of Members	No. of invalid votes
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
1	Ordinary Resolution for receiving, considering and adoption of: a) audited standalone financial statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon; and b) audited consolidated financial statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Auditors thereon.	In Favour	307	81705143	19	19640	326	81724783	100.00	NIL	NIL
		Against	10	228	0	0	10	228	0.00		
		Total	317	81705371	19	19640	336	81,725,011	100.00		
2	Ordinary Resolution for re-appointment of Mr. Vinod Kumar Agarwal (DIN: 00182893) as a Director, who retires by rotation.	In Favour	296	55530885	19	19640	315	55,550,525	99.99	1	4941512
		Against	12	3999	0	0	12	3999	0.01		
		Total	308	55534884	19	19640	327	55,554,524	100.00		
3	Ordinary Resolution for re-appointment of Mr. Ajendra Kumar Agarwal (DIN: 01147897) as a Director, who retires by rotation.	In Favour	294	58606615	19	19640	313	58,626,255	100.00	1	4941512
		Against	13	259	0	0	13	259	0.00		
		Total	307	58606874	19	19640	326	58,626,514	100.00		
4	Ordinary Resolution for appointment of S R B C & CO LLP as Statutory Auditors of the Company.	In Favour	307	81705145	19	19640	326	81,724,785	100.00	NIL	NIL
		Against	11	237	0	0	11	237	0.00		
		Total	318	81705382	19	19640	337	81,725,022	100.00		
5	Ordinary Resolution for Ratification of Remuneration of Cost Auditor of the Company for Financial Year 2020-21.	In Favour	300	81705057	19	19640	319	81,724,697	100.00	NIL	NIL
		Against	18	314	0	0	18	314	0.00		
		Total	318	81705371	19	19640	337	81,725,011	100.00		
6	Ordinary Resolution for Ratification of Remuneration of Cost Auditor of the Company for Financial Year 2021-22.	In Favour	302	81705082	19	19640	321	81,724,722	100.00	NIL	NIL
		Against	17	307	0	0	17	307	0.00		
		Total	319	81705389	19	19640	338	81,725,029	100.00		
7	Special Resolution for Appointment of Mr. Desh Raj Dogra (DIN: 00226775) as an Independent Director of the Company.	In Favour	296	80049455	19	19640	315	80,069,095	98.08	NIL	NIL
		Against	20	1570359	0	0	20	1570359	1.92		
		Total	316	81619814	19	19640	335	81,639,454	100.00		
8	Special Resolution for approving G R Infraprojects Limited Employees Stock Option Scheme - 2021.	In Favour	256	77483121	19	19640	275	77,502,761	94.83	NIL	NIL
		Against	62	4222255	0	0	62	4222255	5.17		
		Total	318	81705376	19	19640	337	81,725,016	100.00		

Note: 1. This is Annexure-1 referred to in Consolidated Scrutinizer's Report dated 27th September, 2021 and forming part of that Report.

- *E-voting during AGM is the facility provided to members of the Company to cast their votes through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") who did not cast their vote earlier.
- One Member in the Category of Remote E-voting has cast vote partly in favour and partly against, for Resolution No 2. For the purpose of number of members this member has been considered as one member in the category of the member voted in favor, since the number of vote cast in favor are more than number of votes cast against.



4. Two Members in the Category of Remote E-voting has cast vote partly in favour and partly against, for Resolutions No. 1, 3, 4, 5, 6 & 8. For the purpose of number of members these members have been considered as one member in the category of the member voted in favor, since the number of vote cast in favor are more than number of votes cast against.
5. Three Members in the Category of Remote E-voting has cast vote partly in favour and partly against, for Resolutions No. 7. For the purpose of number of members, these members have been considered as one member in the category of the member voted in favor, since the number of vote cast in favor are more than number of votes cast against.

**For Ronak Jhuthawat & Co.,
Company Secretaries**



Ronak Jhuthawat

Membership No. : FCS-9738

Certificate of Practice No.: 12094

Peer Review No.: S2013R|222900

Udaipur, 27th September, 2021

UDIN- F009738C001017382



**Counter signed by
For G R INFRAPROJECTS LIMITED**



Sudhir Mutha

Company Secretary

Authorized Person

Place : Gurugram

Date : 27th September 2021