



**G R INFRAPROJECTS LIMITED**

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

CIN : L45201GJ1995PLC098652

26<sup>th</sup> 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**

**Subject: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Amendment to the Articles of Association of the Company.**

Dear Sir,

With reference to the captioned subject, we would like to inform you that the Shareholders of the Company, have *inter alia*, approved Amendment to the Articles of Association (“AOA”) of the Company vide Special Resolution passed at the 27<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on Tuesday, 26<sup>th</sup> September 2023 at 2:00PM (IST) through Video Conferencing (“VC”).

Pursuant to the aforesaid Amendment, Article 131 of the AOA was substituted, in compliance with SEBI Notification dated 2<sup>nd</sup> February, 2023 amending the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and mandating an issuer company to ensure that its AOA require its Board of Directors to appoint the person nominated by the debenture trustee(s) as a director on its Board of Directors in case of default under Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993.

The Annual General Meeting commenced at 2:00PM (IST) and concluded at 2:40PM (IST) on 26<sup>th</sup> September 2023.

The brief details of the amendment to the AOA in terms of Para A.14 of Part A of Schedule III of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July 2023 are given in Annexure A.

Request you to take the same on record.

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](mailto:info@grinfra.com) | Website : [www.grinfra.com](http://www.grinfra.com)**





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**Annexure A**

**Brief Details of Amendment to the Articles of Association (“AOA”) of the Company approved by the Shareholders vide Special Resolution passed at the 27<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 26<sup>th</sup> September 2023:**

**Article 131 of the AOA was substituted as follows:**

*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.*

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