

Notice of Annual General Meeting

Notice is hereby given that the Twenty-Ninth (29th) Annual General Meeting ("AGM") of G R Infraprojects Limited ("Company") will be held on Friday, 19th September 2025 at 11:00AM (IST) 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 Financial Statements of the Company for the Financial Year ended 31st March 2025, together with the Report of Auditors and Board of Directors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2025, together with the Report of Auditors thereon.

2. To confirm payment of Interim Dividend of ₹ 12.50 per Equity Share of the face value of ₹ 5/- each as the final dividend for the Financial Year 2024-25.

3. To appoint a director in place of Mr. Vikas Agarwal (DIN: 03113689), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. Ratification of Remuneration payable to Cost Auditors for the Financial Year 2025-26.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, 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 2026, amounting to ₹ 1,10,000/- (Rupees One Lakh Ten Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses as may be incurred by them during the course of audit, be and is hereby 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."

5. Appointment of M/s. Ronak Jhuthawat & Co., Practicing Company Secretaries, as Secretarial Auditors and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Board of Directors, M/s. Ronak Jhuthawat & Co., Practicing Company Secretaries, (Peer Review Certificate No.: 6592/2025), be and are hereby appointed as Secretarial Auditors of the Company, for a term of 5 (five) consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such fees, plus applicable taxes and other out-of-pocket expenses, as may be determined by the Board of Directors of the Company in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

6. Re-appointment of Mr. Vikas Agarwal (DIN: 03113689) as a Wholetime Director of the Company.

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

"RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, 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) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded to re-appoint Mr. Vikas Agarwal (DIN: 03113689) as a Wholetime Director, for a further period of 5 (five) years from the expiry of his present term of office, i.e., with effect from 1st April 2026 on such 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."

7. Re-appointment of Mr. Rajendra Kumar Jain (DIN: 00144095) as an Independent Director of the Company for the second term of five consecutive years.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the re-appointment of Mr. Rajendra Kumar Jain (DIN:00144095), who holds office as an Independent director upto 31st March 2026 and has submitted a declaration confirming that he meets the criteria of independence as provided Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby reappointed as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 1st April 2026 upto 31st March 2031."

8. To alter object clause of the Memorandum of Association.

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to approvals, consents, permissions and sanctions as may be necessary from the Registrar of Companies and/or any other competent authority, approval of the members be and is hereby accorded for altering the existing object clause 1 and 3 of III(A) of the Memorandum of Association ("MoA") of the Company by substituting the following clauses respectively:

1. To take over running business of M/s. Gumani Ram Agarwal, a partnership firm and acquire by gift or otherwise, manage, develop, construct, build, erect, re-erect, demolish, alter, maintain, repair, remodel, exchange, lease, rent out roads, highways, docks, bridges, canals, dams, reservoirs, wells, culverts, water tanks, drainage and sewage works, water distribution and filtration system, flyovers, airport runways,

ropeways, tramways, factories, buildings, warehouse, turnkey projects or any other infra-structural or architectural work of any kind whatsoever, including but not limited to energy, solar, and water infrastructure projects, and to prepare or obtain estimates, designs, drawings, plans, specifications or models and to do such other or any act that may be requisite thereof and to carry on manufacturing and trading business of infra industry related materials, equipments or dealing in or agents for erection materials, furnishing items, tools, implements, machinery and metalware in connection therewith.

3. To engage and deal in all aspects of the business, consultancy, generation, transmission, distribution, sale, purchases, manage, develop, captive consumption, supply, and distribution of power/ electricity in India and abroad by establishment of wind/ solar/battery energy storage system (BESS)/ pump storage project (PSP)/hybrid power plant including solar inverters, batteries, solar light, advance metering infrastructure and other similar product, or any other type of power generation plant using conventional and/or non-conventional energy source as may be in use or which may be in use or which may be developed or invented in future; and to carry on the business of manufacturing of electric panels, cabinets, and other electrical equipments.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, matters, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board,
For **G R Infraprojects Limited**

Sudhir Mutha

Company Secretary

Udaipur, 25th August 2025

ICSI Membership No. ACS18857

Registered Office:

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

CIN: L45201GJ1995PLC098652

Tel: +91-294-2487370

Email: secretarial@grinfra.com

Website: www.grinfra.com

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act'), read with the relevant Rules made thereunder, setting out the material facts and reasons, in respect of Item No. 4,5,6,7 and 8 of this Notice of AGM ("Notice"), is annexed herewith.
2. Ministry of Corporate Affairs ("MCA") vide its Circular No. 09/2024 dated 19th September 2024 (in continuation with the Circulars issued earlier in this regard) ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 read with circulars issued earlier on the subject ("SEBI Circulars"), has allowed conducting Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") without the physical presence of Members at a common venue till 30th September 2025. The MCA Circulars prescribe the procedures and manner of conducting the AGM through VC/OAVM. In compliance with the applicable provisions of the Act and MCA Circulars, the 29th AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
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 through 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 1000 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, Auditors, Chairperson of the, Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee 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. M/s. Ronak Jhuthawat & Co., Practicing Company Secretaries (C.P. No. 12094, Membership No. FCS: 9738), have 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. 19th September 2025.
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 from the Members. Members seeking to inspect such documents can send an e-mail to secretarial@grinfra.com.
14. The Company has designated an exclusive e-mail Id i.e. secretarial@grinfra.com to enable investors to register their complaints, if any.
15. Electronic copy of the Annual Report for Financial Year 2024-25 and Notice of AGM has been uploaded on the Company's website at www.grinfra.com and is being sent to all the Members whose e-mail 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. The remote e-voting period commences on Tuesday, 16th September 2025 at 9:00AM and ends on Thursday, 18th September 2025 at 5:00PM during this period, Members of the Company holding shares either in physical or dematerialised form, as on the cut-off date of Friday, 12th September 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled for voting thereafter.
17. The voting rights of Members shall be in proportion to their shares in the paid-up equity shares capital of the company as on cut-off date i.e., Friday, 12th September 2025.
18. Instructions for voting through electronic means (e-voting), joining the AGM and other instructions relating thereto are given hereunder:

Procedure for Login for e-voting and Attending AGM through VC/OAVM for Individual Shareholders holding securities in Demat mode.

In terms of SEBI circular dated 11th July 2023, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-voting facility.

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 with National Securities Depository Limited ("NSDL")	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting" 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>2. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 <p>3. Alternatively, by directly accessing the e-voting website of NSDL:</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. 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. IV. Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider name, i.e. KFinTech. V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with (Central Depository Services (India) Limited) ("CDSL")	<p>1. Existing user who have opted for Easi / Easiest:</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com Click on Login to- My Easi Login with your registered user id and password. The user will see the e-voting Menu. The menu will have links of ESP i.e. KFintech e-voting portal. Click on e-voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest:</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-voting website of CDSL:</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the demat Account. 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"> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility. 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. 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.

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 e-mail IDs are registered with the Company/ Depository Participants (s), will receive an e-mail from KFintech which will include details of E-Voting Even Number (EVEN), User ID and Password. They will have to follow the following process:
 - Launch internet browser by typing the URL: <https://evoting.kfintech.com>
 - Enter the login credentials (i.e. User ID and password). 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.
 - After entering these details appropriately, click on "LOGIN".

- v. 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, e-mail 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.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the "EVEN" i.e., 'G R Infraprojects Limited'- AGM" and click on "Submit".
- viii. 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.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- x. 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.
- xi. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xii. 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).

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 e-mail id compliancerjac@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "G R Infraprojects Limited_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. Members 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 e-mail 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 through 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. 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.
- vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- vii. Facility of joining the AGM through VC/ OAVM shall be available for atleast 1000 Members on first come first served basis.
- viii. 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 Sunday, 14th September 2025 (9:00AM) to Tuesday, 16th September 2025 (5:00PM). 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 open from 14th September 2025 to 16th September 2025.
- 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 contact at Mrs. C. Shobha Anand at einward.ris@kfintech.com and 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 12th September 2025, 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 Even 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. 4:

The Board of Directors has approved the appointment of 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 2026 at a remuneration of ₹ 1,10,000/- (Rupees One Lakh Ten Thousand only) 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, the consent of the Members is hereby sought for ratification of remuneration of the Cost Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

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

Item No. 5:

The Securities and Exchange Board of India, vide its Notification No. SEBI/LAD-NRO/GN/2024/218 dated 12th December 2024, has amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by mandating the requirement of appointment/ re-appointment of an individual or a Secretarial Audit firm, as Secretarial Auditors, for not more than, one term of 5 (five) consecutive years or 2 (two) terms of 5 (five) consecutive years, respectively, with the approval of its shareholders in its Annual General Meeting.

In line with the above regulatory requirement, the Board of Directors, based on the recommendation of Audit Committee, at its meeting held on 15th May 2025, has recommended the appointment of M/s. Ronak Jhuthawat & Co., Practicing Company Secretaries, a peer reviewed firm (Unique Code No.: P2025RJ104300) (Peer Review Certificate No.: 6592/2025) as the Secretarial Auditors of the Company for a term of five consecutive years commencing from Financial Year 2025-2026 till Financial Year 2029-2030, subject to the approval of members.

M/s. Ronak Jhuthawat & Co. is a firm of Practicing Company Secretaries with over 11 years of experience in delivering professional services in the areas of Corporate Laws, Industrial Laws, Intellectual Property Laws, SEBI Laws, Insolvency and Bankruptcy Laws, RBI Guidelines, Legal Due Diligence, Mergers and Acquisitions, Listing and Capital Market Transactions with expertise in legal and secretarial services.

M/s. Ronak Jhuthawat & Co. have consented and confirmed their appointment, which would be in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and Section 204 of the Companies Act, 2013. It was also confirmed that M/s. Ronak Jhuthawat & Co. is holding valid certificate of Peer Review issued by the Institute of Company Secretaries of India. Further, it was also confirmed that they are eligible and qualified for appointment as Secretarial Auditor and has not incurred any of the disqualification specified by the SEBI.

The proposed fees payable to the Secretarial Auditors for the Financial Year 2025-26 is Rs. 1,00,000/- (Rupees One Lakh only) plus taxes and reimbursement of actual out-of-pocket expenses, if any, incurred in connection with the Secretarial Audit. The fees for subsequent Financial Years during their tenure will be determined by the Board, based upon the recommendation of the Audit Committee.

The Board recommends an Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

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

Item No. 6:

The Board of Directors of the Company at its meeting held on 15th May 2025 has, subject to approval of Members, re-appointed Mr. Vikas Agarwal (DIN: 03113689) as a Wholtime Director of the Company, for a period of 5 (five) years from the expiry of his present term, i.e., with effect from 01st April 2026, on such 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. Vikas Agarwal as Wholtime Director, in terms of the applicable provisions of the Companies Act, 2013 (the "Act"):

1. **Remuneration:** ₹ 30,00,000 (Thirty Lakh) per month with authority to the Board of Directors (which expression shall include as 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 3% of Net Profits (calculated as per the provisions of the Companies Act, 2013) of the Company as may be decided by the 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 be 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 Wholtime Director of the Company.

Further, wherein any Financial Year during the currency of the tenure of Mr. Vikas Agarwal as Wholtime 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.

The Board recommends the Special Resolution as set out in Item No. 6 of this Notice for approval of the Members.

None of the other Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Vikas Agarwal are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 7:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 15th May 2025, has recommended the re-appointment of Mr. Rajendra Kumar Jain (DIN:00144095) as an Independent Director, not liable to retire by rotation, for the second term of five (5) consecutive years, i.e., from 1st April 2026 to 31st March 2031.

Mr. Rajendra Kumar Jain has given declaration to the Board, inter alia, that he (i) meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Non-Executive Independent Director.

In the opinion of the Board, Mr. Rajendra Kumar Jain is a person of integrity, possesses relevant expertise/ experience and fulfills

the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Director and he is independent of the management. The Board considers it desirable and in the interest of the Company to re-appoint Mr. Rajendra Kumar Jain as an Independent Director. The brief profile of Mr. Rajendra Kumar Jain is provided as Annexure to this Notice.

The Board recommends the Special Resolution as set out in Item No. 7 of this Notice for the approval of the Members.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives, except Mr. Rajendra Kumar Jain, are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 8:

The Board of Directors has proposed to alter the Object Clause of the Memorandum of Association (MoA) of the Company to

expand the scope of business activities in line with the emerging opportunities in the infrastructure and energy sectors.

The objective of these amendments is to bring the Company's business objects in line with its future strategic goals and expansion plans. These changes are designed to take advantage of rapidly growing sectors such as infrastructure and renewable energy. By broadening the business scope, the Company will be well-positioned to capitalize on both domestic and international opportunities in these areas.

Accordingly, it is felt desirable that the Object clause of Memorandum of Association of the Company needs to contain more pertinent clause which provide fair and clear scope of various business carried out by the Company and the changes will also make the charter documents comprehensive and enabling. Certain changes to the existing clauses are being proposed in the object clause III(A).

The proposed changes in the object clause III(A) of the Memorandum of Association of the Company are as follows:

Clause No.	Existing Clause	Proposed Clause
III(A)1.	To take over running business of M/s. Gumani Ram Agarwal, a partnership firm and acquire by gift or otherwise, manage, develop, construct, build, erect, re-erect, demolish, alter, maintain, repair, remodel, exchange, lease, rent out roads, highways, docks, bridges, canals, dams, reservoirs, wells, turnkey projects or any other infra-structural or architectural work of any kind whatsoever, and to prepare or obtain estimates, designs, drawings, plans, specifications or models and to do such other or any act that may be requisite thereof and to carry on manufacturing and trading business of infra industry related materials, equipments or dealing in or agents for erection materials, furnishing items, tools, implements, machinery and metalware in connection therewith.	To take over running business of M/s. Gumani Ram Agarwal, a partnership firm and acquire by gift or otherwise, manage, develop, construct, build, erect, re-erect, demolish, alter, maintain, repair, remodel, exchange, lease, rent out roads, highways, docks, bridges, canals, dams, reservoirs, wells, culverts, water tanks, drainage and sewage works, water distribution and filtration system, flyovers, airport runways, ropeways, tramways, factories, buildings, warehouse, turnkey projects or any other infra-structural or architectural work of any kind whatsoever, including but not limited to energy, solar, and water infrastructure projects, and to prepare or obtain estimates, designs, drawings, plans, specifications or models and to do such other or any act that may be requisite thereof and to carry on manufacturing and trading business of infra industry related materials, equipments or dealing in or agents for erection materials, furnishing items, tools, implements, machinery and metalware in connection therewith.
III(A)3.	To engage and deal in all aspects of the business, consultancy, generation, transmission, sale, purchases, captive consumption, supply, and distribution of power/electricity in India and abroad by establishment of wind/ power plant, or any other type of power generation plant using conventional and/or non-conventional energy source as may be in use or which may be in use or which may be developed or invented in future.	To engage and deal in all aspects of the business, consultancy, generation, transmission, distribution, sale, purchases, manage, develop, captive consumption, supply, and distribution of power/electricity in India and abroad by establishment of wind/ solar/battery energy storage system (BESS)/pump storage project (PSP)/ hybrid power plant including solar inverters, batteries, solar light, advance metering infrastructure and other similar product, or any other type of power generation plant using conventional and/or non-conventional energy source as may be in use or which may be in use or which may be developed or invented in future; and to carry on the business of manufacturing of electric panels, cabinets, and other electrical equipments.



Pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, such alteration of the Object Clause of the Memorandum of Association requires approval of the shareholders by way of a Special Resolution.

The Board recommended the Special Resolution at Item No. 8 of this Notice for the approval of the Members.

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

By order of the Board,
For **G R Infraprojects Limited**

Sudhir Mutha
Company Secretary
ICSI Membership No. ACS18857

Udaipur, 25th August 2025

Registered Office:

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

CIN: L45201GJ1995PLC098652

Tel: +91-294-2487370

Email: secretarial@grinfra.com

Website: www.grinfra.com

Profile of Directors proposed to be appointed/re-appointed 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. Vikas Agarwal (DIN: 03113689)	Mr. Rajendra Kumar Jain (DIN: 00144095)
Age and Date of Birth	44 years 15 th October 1980	59 years 5 th July 1966
Qualification	Bachelor's degree in commerce from Maharana Pratap University, Chittorgarh, Rajasthan.	He is Commerce & Law Graduate and fellow member of The Institute of Company Secretaries of India.
Expertise in specific functional areas and experience	<p>He is presently associated with the Company as Wholtime Director and has experience of over 21 years in the road construction industry.</p> <p>He is responsible for overseeing the functioning of running projects of our Company. Under his supervision, the Company has completed many Projects within time frame.</p>	<p>He is presently practicing as a Corporate Advisor and has specialization in GST & Corporate Law. He is having more than 30 years post qualification experience. Presently, he is Honorary Secretary General of Mewar Chamber of Commerce & Industry (A recognized Divisional Chamber of Commerce of Rajasthan) since 2017. He was honored at District and State Level by the Government of Rajasthan for his outstanding contribution to the society. He served as Chairman of Bhilwara Chapter of NIRC of ICSI from 2006 to 2015 and was the Member of Core Committee of Infrastructure constituted by ICSI for the term 2011-2015 representing entire Northern India. He is also the Member of Rajasthan State-Regional Advisory Committee constituted by Chief Commissioner of CGST, Rajasthan for three consecutive terms. Over the years, he is also actively associated with many other services & social organizations. He has been a director on our Board since 1st April 2021.</p>
Terms and conditions of appointment/re-appointment along with details of remuneration sought to be paid	As stipulated in the explanatory statement of Item no. 6.	<p>Proposed to be reappointed as an Independent Director for a second term of five consecutive years with effect from 1st April 2026 subject to the approval of members at the ensuing Annual General Meeting, not liable to retire by rotation.</p> <p>He would be entitled to receive sitting fee for attending meetings of the Board of Directors or any committee thereof.</p>
Last drawn remuneration, if applicable	Monthly remuneration of ₹ 30 Lakhs.	Sitting Fee of ₹ 3.20 Lakhs was paid to him during the Financial Year 2024-25.
Date of first appointment on the Board	1 st April 2021	1 st April 2021
Number of shares held in Company	2,10,000 Equity Shares (0.22% of the paid-up share capital of the Company)	Nil
Directorship in other companies	<ul style="list-style-type: none"> GR Devinagar Kasganj Highway Private Limited 	<ul style="list-style-type: none"> HP Adhesives Limited Corporate Global Services Private Limited
Names of listed entities in which the person has resigned in the past three years	Nil	Nil
No. of Board Meetings attended	5 (Five) meetings attended out of 7 (Seven) meetings held during FY 2024-25.	7 (Seven) meetings attended out of 7 (Seven) meetings held during FY 2024-25.
Membership/Chairman of the Committees in other Companies in India	Nil	HP Adhesives Limited - Member in Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee.
Relationship with other Directors/KMP	Nil	Nil

Notes

[illegible]

Notes

[illegible]

Notes

[illegible]

