



G R INFRAPROJECTS LIMITED

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

CIN : L45201GJ1995PLC098652

18th May 2026

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: Annual Secretarial Compliance Report for the Financial Year ended 31st March 2026.

Dear Sir,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report for the Financial Year ended 31st March 2026, issued by Secretarial Auditors of the Company, M/s Ronak Jhuthawat & Co., Practicing Company Secretaries.

Request you to kindly take the same on record.

Thank you,

Yours sincerely,

For G R Infraprojects Limited

Sudhir Mutha

Company Secretary

ICSI Membership No. ACS18857

Enclosed: As above.

CORPORATE OFFICE :

GR One, Plot No. 7B, Sector-18,
Maruti Industrial Complex,
Gurugram, Haryana – 122015, India
Ph. : +91-124-6435000

HEAD OFFICE :

GR House, Hiran Magri, Sector-11,
Udaipur, Rajasthan-313 002, 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 - 382 220, India



ISO 9001:2015
ISO 14001:2015
ISO 45001:2018
Reg. No.: R191/6251
ISO 27001:2022
Reg. No.: R191/11693

E-mail : info@grinfra.com | Website : www.grinfra.com



**SECRETARIAL COMPLIANCE REPORT OF
G R INFRAPROJECTS LIMITED
(For the financial year ended 31st March 2026)**

To,
The Board of Directors,
G R INFRAPROJECTS LIMITED
Revenue Block No. 223, Old Survey No. 384/1,
384/2 Paiki and 384/3, Khata No. 464,
Kochariya, Ahmedabad, Gujarat, India, 382220

We, **M/s Ronak Jhuthawat & Co.** have examined:

- A. all the documents and records made available to us and explanation provided by **G R INFRAPROJECTS LIMITED** (CIN: L45201GJ1995PLC098652) ("the listed entity"),
- B. the filings/ submissions made by the listed entity to the stock exchanges,
- C. website of the listed entity,
- D. any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2026 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- **Not Applicable during the review period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

Address : 328, Samriddhi Complex, 3rd Floor, Near Canara Bank
Opp. Krishi Upaz Mandi, Sector 11 Main Road, Udaipur-313001 (Raj.)

☎ 9887422212 ✉ csronakjhuthawat@gmail.com 🌐 www.csronakjhuthawat.com

📍 Udaipur - Delhi - Mumbai



(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

(i) Securities and Exchange Board of India (Registrars to an Issue and share transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with Client; **Not Applicable during the review period**

Further, In terms of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, we further confirm that the Listed Entity has complied with the disclosure requirements for Employee Benefit Scheme Documents in terms of Regulation 46(2)(za) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

And based on the above examination, we hereby report that, during the review period:

a. The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters as specified below:

Sr. no	Compliance Requirement (Regulations /circulars/ Guidelines including Specific clause	Regulation/ Circular no.	Deviations	Action taken by	Type of action	Details Of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Delayed Submission of XBRL Integrated Filing – Financial for the quarter ended 30th September 2025	SEBI LODR Regulations / BSE Circular relating to Integrated Filing (Financial)	Delay in submission	NSE	Fine/ Penalty	Late in Submission	Rs. 5000 /-	NSE Imposed a penalty of Rs. 5,000/- vide notice dated 16th December, 2025 for delayed submission of XBRL Integrated Filing – Financial for the quarter ended 30th September, 2025.	The Company subsequently complied with the requirement and paid the fine imposed by NSE.	Except for the financial impact to the extent of the applicable penalty amount, there was no impact on the operational or other business activities of the Company



- b. The listed entity has taken following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation/ deviations and actions taken/penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not Applicable						

- c. Based on the above examination, I hereby report that, during the Review Period the compliance status of the listed entity is appended below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)</p>	Yes	-
2	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	-



3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	-
4	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	-
5	<p><u>Details related to Subsidiaries of listed entities have been examined:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	We further report that during the period under review, the Company has divested its shareholding in material subsidiary namely GR Ena Kim Expressway Private Limited ("GEKEPL"), resulting in transfer of control to Indus Infra Trust on 25 th March 2026.
6	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-
7	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations</p>	Yes	-



8	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions;</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	<p>Yes</p> <p>NA</p>	<p>No Transactions were subsequently approved/ratified/rejected by Audit Committee</p>
9	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>Yes</p>	<p>-</p>
10	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	<p>Yes</p>	<p>-</p>
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions were taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	<p>Yes</p>	<p>During the year under review, NSE imposed a penalty of Rs. 5,000/- on the Company under SEBI LODR Regulations. The said penalty was duly paid by the Company. Except the aforesaid, no action(s) were taken against the listed entity/ promoters/ directors/ subsidiaries by SEBI or Stock Exchanges.</p>
12	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or it material subsidiary(ies)</p>	<p>NA</p>	<p>No such event has occurred</p>

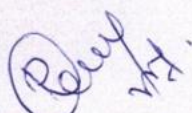


	has/ have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular on compliance with the provisions of the Listing Regulations by listed entities		
13	<u>Additional Non-compliances, if any:</u> No, any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. except as reported above.	Yes	No additional non-compliance was observed

Assumption and Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the Listing Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Ronak Jhuthawat & Co
Practicing Company Secretary**



**Dr. CS Ronak Jhuthawat
Partner
Membership No. F9738
C.P. No. 12094
Peer Review: 6592/2025
Unique Code : P2025RJ104300
UDIN: F009738H000293637**



**Place: Udaipur
Date: 06.05.2026**