

Notice of Annual General Meeting

Notice is hereby given that the Thirtieth (30th) Annual General Meeting ("AGM") of G R Infraprojects Limited ("Company") will be held on Friday, 24th July 2026 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:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2026, together with the Report of Auditors and Board of Directors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2026, together with the Report of Auditors thereon.
2. To confirm the interim dividend of Rs. 2.50 per equity share paid during Financial Year 2025-26 as the final dividend for Financial Year 2025-26.
3. To appoint a Director in place of Mr. Ajendra Kumar Agarwal (DIN: 01147897), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. B S R and Co, Chartered Accountants (Firm Registration No. 128510W) as the Statutory Auditors of the Company 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 139, 142 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(s) thereof, for the time being in force), M/s. B S R and Co (FRN:128510W) be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 35th (Thirty Fifth) Annual General Meeting, at an annual remuneration/fees of Rs. 60,00,000 (Rupees Sixty Lakhs Only) plus outlays and taxes as applicable from time to time, for the purpose of audit of the Company's accounts, with the power to the Board/Audit Committee to alter and vary the terms and conditions of the appointment, revision including upward revision in the remuneration during the tenure of appointment, in such manner and to such extent as may be mutually agreed with the Statutory Auditors."

SPECIAL BUSINESS:

5. Ratification of Remuneration payable to Cost Auditors for the Financial Year 2026-27.

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 2027, amounting to Rs. 1,25,000/- (Rupees One Lakh Twenty Five 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."

6. Re-appointment of Mr. Rajan Malhotra (DIN: 09613669) as an Independent Director of the Company for a second term of five consecutive years.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a 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. Rajan Malhotra (DIN: 09613669), who holds office as an Independent Director upto 26th May 2027 and has submitted a declaration confirming that he meets the criteria of independence as

provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 27th May 2027 upto 26th May 2032."

7. Appointment of Mr. Ashwin Agarwal (DIN: 09619055) as a Whole-time Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded for appointment of Mr. Ashwin Agarwal (DIN: 09619055), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 11th May 2026

and who will hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197 and 198 read with Schedule V and other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for appointment of Mr. Ashwin Agarwal (DIN: 09619055) as a Whole-time Director of the Company, to hold office from 11th May 2026 to 10th May 2031, on the terms and conditions including those relating to remuneration as set out under the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT to give effect to this appointment all the Directors and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient or desirable to give effect to the aforementioned resolution."

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

Sudhir Mutha
Company Secretary
ICSI Membership No. ACS18857

Date: 30th June 2026
Place: Udaipur

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 Nos. 4, 5, 6 and 7 of this Notice of AGM ("Notice"), is annexed herewith.
2. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated 22nd September 2025 read together with circulars dated 08th April 2020, 13th April 2020, 05th May 2020, 13th January 2021, 08th December 2021, 14th December 2021, 05th May 2022, 28th December 2022, 25th September 2023 and 19th September 2024 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM"/"Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 30th AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.
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 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 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. 24th July 2026.
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 2025-26 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.

[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, 21st July 2026 at 9:00AM and ends on Thursday, 23rd July 2026 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, 17th July 2026 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, 17th July 2026.
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 a securities in Demat mode.

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December 2020 in relation to e-voting facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through

their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- iv. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- v. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFinTech for remote e-voting then he /she can use his / her existing User ID and password for casting the vote.
- vi. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- vii. 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 NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting" 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"> To register click on link : https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. 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"> Open URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member' section. 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. Post successful authentication, you will requested to select the name of the company and the e-voting Service Provider name, i.e.KFintech. On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with 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 New System Myeasi 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/home/login OR URL: www.cdslindia.com 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 & Email 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.

Type of shareholders	Login Method
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility.</p> <p>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.</p> <p>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.</p>

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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.

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

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (,#,\$, etc.). The

system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., " G R Infraprojects Limited- AGM" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id 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."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated 16th March 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

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 email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
- ii. Facility for joining AGM 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 glitch.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 1000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- i. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will open from Sunday, 19th July 2026 (9:00AM) to Tuesday, 21st July 2026 (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 be opened from 19th July 2026 to 21st July 2026.

- 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 Mr. Anandan, at evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- iv. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 17th July 2026, 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 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.
 - ii. 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.
 - iii. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS : MYEPWD <space> E-Voting Event number+ Folio No. (in case of physical shareholders) or DP ID Client ID (in case of Demat shareholders) to 9212993399.

Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for physical	MYEPWD <SPACE> XXX1234567890

- 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 Members of the Company at the 25th AGM held on 27th September 2021 approved the appointment of M/s. S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E/E300003), as the Statutory Auditors of the Company, for a period of five years from the conclusion of the said AGM. M/s. S R B C & CO LLP will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company, on the recommendation of the Audit Committee ("the Committee"), recommended the appointment of M/s. B S R and Co, Chartered Accountants (FRN 128510W) ("BSR"), as the Auditors of the Company, for a period of five consecutive years from the conclusion of 30th AGM till the conclusion of the 35th AGM, for the approval of the Members.

The Committee considered various parameters like capability to serve a diverse business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found BSR to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

Brief Profile of Statutory Auditor

M/s. B S R and Co was constituted on 01st September 2007 as a partnership firm having firm registration no. 128510W. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai – 400063. BSR together with its member firms has around 4,000+ staff and 200+ Partners.

BSR have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Proposed Audit fees payable to Auditor and material change in fee payable:

The existing Auditors have been paid the fee of Rs 60,00,000/- (Rupees Sixty Lakhs only) in addition to applicable taxes and reimbursement of out of pocket expenses, if any during the Financial Year 2025-26.

Remuneration of BSR: Rs. 60,00,000/- (Rupees Sixty Lakhs only) in addition to applicable taxes and reimbursement of out of pocket expenses, if any, per year.

The Board recommends the Ordinary Resolution as set out in Item No. 4 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.

Item No. 5:

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 2027 at a remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty-Five 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. 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:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 11th May 2026, has recommended the re-appointment of Mr. Rajan Malhotra (DIN: 09613669) as an Independent Director, not liable to retire by rotation, for the second term of five (5) consecutive years, i.e., from 27th May 2027 upto 26th May 2032.

Mr. Rajan Malhotra 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. Rajan Malhotra 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. Rajan Malhotra as an Independent Director. The brief profile of Mr. Rajan Malhotra is provided as Annexure to this Notice.

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

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

Item No. 7:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 11th May 2026, appointed Mr. Ashwin Agarwal (DIN: 09619055) as an Additional Director of the Company, pursuant to Section 161(1) of the Companies Act, 2013, with effect from 11th May 2026 and he shall hold office up to the date of the ensuing Annual General Meeting of the Company.

Further, the Board, at the aforesaid meeting, upon recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Ashwin Agarwal as Whole-time Director of the Company for a period of five (5) consecutive years commencing from 11th May 2026 upto 10th May 2031 (both days inclusive), on following terms and conditions, including remuneration, as approved by the Board, subject to the approval of the Members of the Company:

1. Remuneration: Rs. 15,00,000/- (Rupees Fifteen Lakhs) per month with authority to the Board of Directors (which expression shall include as Committee thereof).
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. Leave Travel Concession: Leave Travel Concession for self and family. The value of this perquisite shall be restricted to an amount equivalent to Rs. 8,00,000/- (Rupees Eight Lakhs) per annum.

6. Club Membership: Club Membership Fee equivalent upto an amount of Rs. 1,00,000/- (Rupees One Lakh) per month.
7. PF Contribution: Contribution to Provident Fund shall be as per rules of the Company and applicable laws.
8. Gratuity: Gratuity payable shall be as per rules of the Company and applicable laws.
9. 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 Whole-time Director of the Company.

The Board is authorised to alter, vary, revise or increase the remuneration, commission, perquisites and other terms and conditions of appointment of Mr. Ashwin Agarwal from time to time, within the limits prescribed under the Companies Act, 2013, Schedule V thereto and other applicable provisions of law.

Further, wherein any Financial Year during the currency of the tenure of Mr. Ashwin Agarwal as Whole-time 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. 7 of this Notice for approval of the Members.

None of the other Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Ashwin Agarwal 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

Date: 30th June 2026

Place: Udaipur

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. Ajendra Kumar Agarwal (DIN: 01147897)	Mr. Rajan Malhotra (DIN: 09613669)	Mr. Ashwin Agarwal (DIN: 09619055)
Age and Date of Birth	62 years 05 th January 1964	70 years 4 th September 1955	29 years 12 th February 1997
Qualification	Bachelors in Civil Engineering	B.Tech (Mech.)	Bachelor of Science- BSc and Economics Hons from Penn State University, Pennsylvania.
Expertise in specific functional areas and experience	Mr. Ajendra Kumar Agarwal with nearly 40 years of experience, he possesses a strong strategic understanding of industry complexities, enabling him to navigate challenges, anticipate industry demands and capitalise on opportunities effectively. He is instrumental in shaping and executing GRILs strategic vision, driving long-term growth while being widely recognised for his operational excellence. A hands-on leader, he has successfully spearheaded large-scale projects across the country. He continuously strives to enhance project efficiency and effectiveness, driving business excellence with strong ethos for safety, quality, compliance and environmental sustainability.	Mr. Rajan Malhotra brings more than 42 years of experience from the engineering and construction industry and has held various leadership positions contributing significantly to the sector's growth. He spent more than four decades at L&T, serving in various capacities, including Advisor to the MD & CEO and head of its construction business in Northern India. He played a pivotal role in establishing L&T Qatar LLC as its first Chief Executive. Additionally, he led marketing for Audco Valves and served as Chairman of the Projects Export Promotion Council of India under the Ministry of Commerce, Government of India.	Mr. Ashwin Agarwal possesses strong expertise in business operations, project management, and strategic planning, backed by extensive experience in driving business growth and execution within the infrastructure sector. In his role as Business Unit Head, he has successfully managed end-to-end operations with a consistent focus on operational excellence, quality delivery, timeline adherence, profitability, and sustainable business growth.
Terms and conditions of appointment/re-appointment along with details of remuneration sought to be paid	The terms and conditions and remuneration of Mr. Ajendra Kumar Agarwal would be governed as per the approval granted by Members of the Company for his re-appointment as Managing Director for a period of five years, at the Twenty-Seventh Annual General Meeting held on 26 th September 2023.	Proposed to be re-appointed as an Independent Director for a second term of five consecutive years with effect from 27 th May 2027 upto 26 th May 2032, not liable to retire by rotation. He would be entitled to receive sitting fee for attending meetings of Board of Directors or any committee thereof.	As provided in Explanatory Statement of Item No. 7.
Last remuneration, drawn if applicable	The remuneration paid to Mr. Ajendra Kumar Agarwal during the Financial Year 2025-26 was Rs 856.00 Lakhs.	Sitting Fee of Rs. 6 Lakhs was paid to him during the Financial Year 2025-26.	Not Applicable
Date of first appointment on the Board	01 st April 2006	27 th May 2022	11 th May 2026
Number of shares held in Company	50,23,813 Equity Shares (5.19% of the paid-up share capital of the Company)	Nil	Nil

Name	Mr. Ajendra Kumar Agarwal (DIN: 01147897)	Mr. Rajan Malhotra (DIN: 09613669)	Mr. Ashwin Agarwal (DIN: 09619055)
Directorship in other companies	1. GR Highways Investment Manager Private Limited 2. Infra Fourmativ Private Limited	1. Sudhir Power Limited	1. Tumkur-II REZ Power Transmission Limited 2. Rajgarh Transmission Limited 3. Rajgarh Neemuch Power Transmission Limited 4. Bijapur REZ Transmission Limited 5. Pachora Power Transmission Limited 6. GR Tarakote Sanjichhat Ropeway Private Limited 7. Rajasthan Aerial Sky Safari Private Limited
Names of listed entities in which the person has resigned in the past three years	Nil	Nil	Nil
No. of Board Meetings attended	6 (Six) out of 6 meetings held during FY 2025-26	6 (Six) out of 6 meetings held during FY 2025-26	Not Applicable
Membership/Chairman of the Committees in other Companies in India	GR Highways Investment Manager Private Limited: Stakeholders Relationship Committee : Member Nomination and Remuneration Committee: Member	Sudhir Power Limited Audit Committee - Member Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Member	Nil
Relationship with other Directors/KMP	Nil	Nil	Nil