



To,
The Manager
Listing and Compliance Department,
NSE *Emerge*
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051

April 01, 2023

Scrip Symbol: GIRIRAJ

Dear Sir/ Madam,

Subject: Notice convening Extraordinary General Meeting and Book Closure

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, we wish to inform you that the Extraordinary General Meeting ('EGM') of our Company is scheduled to be held on Monday, the 24th day of April, 2023 at 10:00 a.m. IST at the registered office of the company situated at Office No. 006/A Wing, Ground Floor, Western Edge-2 Premises Co-op. Society Limited, Western Express Highway, Borivali (East), Mumbai – 400 066 to transact the business as set out in the Notice of EGM. We are submitting herewith Notice of Extraordinary General Meeting of the Company along with Explanatory Statement, which is being sent to the members.

Pursuant to the Notification issued by the Ministry of Corporate Affairs dated. 19th March, 2015 with reference to the Companies (Management & Administration) Rules, 2014, companies covered under Chapter XB and XC as per SEBI (ICDR) Regulations, 2009 are exempted from e-voting provisions. The company is covered under Chapter XB and is listed on "NSE Emerge", SME platform of National Stock Exchange and therefore the company is not providing e-voting facility to its shareholders.

Further we would like to inform you that pursuant to the provisions of Section 91 of the Companies Act, 2013 and rule 10 of the Companies (Management & Administration) Rules, 2014 read with regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 21st April, 2023 to 24th April, 2023, both days inclusive. Record date for the purpose of dispatching Notice of EGM to the members is 24th March, 2023.

A copy of the said EGM Notice is also uploaded on the website of the company i.e. www.giriraj.co

Kindly take the same on your record.

+91 22 28906356

giriraj.civil05@gmail.com | Info@giriraj.co

Head Office : Office No. 006/A Wing, Ground Floor, Western Edge - 2, Premises
Co.op. Soc. Ltd., Western Express Highway, Borivali (East), Mumbai-400 066.

+91 172 4084220

Chd.ro@giriraj.co

Regional Office : 2426, Second Floor,
Block C, Aerocity, Mohali, Punjab 140306



GIRIRAJ CIVIL DEVELOPERS LIMITED

An ISO 9001:2015, ISO 14001:2015, ISO 27001:2013 &
ISO 45001:2018 Certified Company
CIN L45200MH2005PLC156879

Thanking you,

Yours faithfully,

For **GIRIRAJ CIVIL DEVELOPERS LIMITED**

KRUSHAN Digitally signed
by KRUSHANG
G MAHESH MAHESH SHAH
SHAH Date: 2023.04.01
16:00:44 +05'30'

KRUSHANG SHAH
MANAGING DIRECTOR

Encl. as above.

+91 22 28906356

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GIRIRAJ CIVIL DEVELOPERS LIMITED

**NOTICE OF EXTRAORDINARY
GENERAL MEETING TO BE HELD
ON MONDAY, THE 24TH DAY OF
APRIL, 2023**

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF M/S. GIRIRAJ CIVIL DEVELOPERS LIMITED WILL BE HELD ON MONDAY, THE 24TH DAY OF APRIL, 2023 AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT OFFICE NO. 006/A WING, GROUND FLOOR, WESTERN EDGE-2 PREMISES CO-OP. SOCIETY LIMITED, WESTERN EXPRESS HIGHWAY, BORIVALI (EAST), MUMBAI – 400 066 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS

ITEM NO. 1:

TO RATIFY, CONFIRM AND APPROVE THE ALLOTMENT OF 8,00,000 EQUITY SHARES ON PREFERENTIAL BASIS BY OBTAINING FRESH CONSENT/ APPROVAL OF THE MEMBERS IN ACCORDANCE WITH REGULATION 170(2) OF THE SEBI (ICDR) REGULATIONS, 2018

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

“RESOLVED THAT pursuant to Regulation 170(2) and other applicable provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder, and other applicable laws, and pursuant to the Special Resolution passed by the shareholders of the Company at their Extraordinary General Meetings held on January 11, 2023 to create, offer, issue and allot 8,00,000 equity shares on preferential basis to Mr. Bhupesh Dinesh Agarwal, Non-Promoter (Allottee), and pursuant to the resolution passed by the Board of Directors in their meeting held on January 31, 2023 thereby allotting 8,00,000 equity shares on preferential basis to Mr. Bhupesh Dinesh Agarwal, Non-Promoter (Allottee), and pursuant to the enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required, the shareholders of the company by way of Special Resolution do hereby ratify, confirm and approve the issuance and allotment of 8,00,000 (Eight Lac) equity shares of face value Rs. 10/- each (“Equity Shares”) on preferential basis for cash at a price of Rs. 271/- (including a premium of Rs. 261/- per Equity Share), on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws, to the following:

Sr. No.	Name of the Allottee	Number of Equity Shares allotted	Category
1.	Mr. Bhupesh Dinesh Agarwal (PAN No. AGLPA5465A)	8,00,000	Non-Promoter

RESOLVED FURTHER THAT in terms of the provisions of Regulation 170(2) and other applicable provisions of Chapter V of the SEBI ICDR Regulations, for determining the valuation price of the Equity Shares already issued and allotted, the fresh Relevant date, being the date 30 days prior to the date of this fresh Special Resolution, is March 25, 2023 which falls on a weekend and thus day preceding March 25, 2023 i.e., March 24, 2023 is hence determined and reckoned as New Relevant Date.

RESOLVED FURTHER THAT the allottee shall not be required to infuse any additional funds as the Valuation Price of Rs. 217/- per equity share determined as on March 24, 2023 (New Relevant Date) is lesser than the Valuation Price of Rs. 271/- per equity share determined as on December 12, 2012 (Previous Relevant Date) at which the 8,00,000 equity shares were issued and allotted to the Allottee, and a Certificate obtained from Registered Valuer to this effect be and is hereby taken note off and approved.

RESOLVED FURTHER THAT the Special Resolution passed by the members of the company in the Extraordinary General Meeting held on January 11, 2023 to create, offer, issue and allot the said Equity Shares to the Allottee and so also the Board Resolution passed in the meeting of the Board of Directors held on January 31, 2023 allotting the said Equity Shares to the Allottee be and are hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT the Equity Shares issued and allotted to the Allottee shall *inter-alia* be subject to the following:

- a) The Equity Shares issued and allotted shall be listed and traded on National Stock Exchange of India Limited (NSE Emerge) where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- b) The Equity Shares issued and allotted shall be subject to minimum lock-in, if any, for such period as specified under Chapter V of the SEBI ICDR Regulations.
- c) The said Equity Shares shall rank *pari passu* with the other Equity Shares of the Company in all respects.
- d) The said Equity Shares be credited in dematerialized form to the DEMAT accounts of the Allottee

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue and allotment of the said Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may

arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI LODR Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

For and on behalf of Board

Sd/-

**Krushang Shah
Managing Director**

Place: Mumbai

Date: 31/03/2023

Notes:

1. **A member entitled to attend and vote at the Extraordinary General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company before the commencement of the Meeting.**

A person can act as a proxy on behalf of members holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. Proxy form and route map of the venue of the Meeting are annexed hereto.

4. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. 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 Meeting.
6. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting
7. **The Register of Members and Share Transfer Books of the Company will remain closed from 21st April, 2023 to 24th April, 2023 (both days inclusive).**
8. Pursuant to the Notification issued by the Ministry of Corporate Affairs dated. 19th March, 2015 with reference to the Companies (Management & Administration) Rules, 2014, companies covered under Chapter XB and XC as per SEBI (ICDR) Regulations, 2009 are exempted from e-voting provisions. The company is covered under Chapter XB and is listed on “NSE Emerge”, SME platform of National Stock Exchange and therefore the e-voting provisions are not applicable to the company thence not provided.

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company’s Share Transfer Agent, **Cameo Corporate Services Ltd.** Email: sofia@cameoindia.com

Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)

The following Statement sets out all the material facts relating to the Special Business mentioned in the Notice

Item No. 1

The Board of Directors of the company in their meeting held on December 12, 2022 had approved the issue and allotment of 8,00,000 equity shares on preferential basis to Mr. Bhupesh Dinesh Agarwal, Non-Promoter (Allottee) subject to the approval of members by way of passing Special Resolution. The valuation of shares as on December 12, 2022 (being the ‘Relevant Date’) determined at Rs. 271/- per equity share as per the Share Valuation Report dated. December 12, 2022 obtained from an Independent Registered Share Valuer. Further, the company had received In-principle Approval under Regulation 28(1) of SEBI (LODR) Regulations, 2015 from NSE on January 06, 2023.

Accordingly, the members of the company in the Extraordinary General Meeting held on January 11, 2023 had, by way of passing Special Resolution, granted approval to create, offer, issue and allot the 8,00,000 equity shares @ Rs. 271/- per equity share on preferential basis to Mr. Bhupesh Dinesh Agarwal, Non-Promoter (Allottee). Pursuant to Regulation 170(1) of the SEBI (ICDR) Regulation, 2018, from the date of passing special resolution, the company was required to complete the allotment of 8,00,000 equity shares within a period of 15 days i.e., on or before January 26, 2023. However, the said shares were allotted in the Board Meeting held on January 31, 2023 i.e., after a delay of five days. The reason for non-completion of allotment within 15 days being non-receipt of share application money within specified time.

Now, pursuant to the requirement of Regulation 170(2) of the SEBI (ICDR) Regulations, 2018, if the allotment of the specified securities is not completed within 15 days from the date of special resolution, then the company is required to again pass fresh special resolution and the Relevant Date for determining the price of specified securities shall be with reference to the date of later special resolution. In view thereof, the company is required to follow the compliance of the said Regulation 170(2), as the allotment was not completed within 15 days.

Accordingly, the Board of Directors of the company in their meeting held on March 25, 2023 considered the issue of passing fresh special resolution by virtue of the provisions of Regulation 170(2) of the SEBI (ICDR) Regulation, 2018 and obtained a fresh Share Valuation Report dated. March 25, 2023 from an Independent Registered Valuer considering March 24, 2023 as the New Relevant Date. As per the said Share Valuation Report as on March 24, 2023 (being New Relevant Date), the valuation of the securities determined at Rs. 217/- per equity share which is lesser than the valuation of Rs. 271/- at which the said shares were allotted to the said allottee. Since, the Price determined as on New Relevant Date is below Rs. 271/-, hence the additional funds will not be infused by the said allottee in the company.

Therefore, it is proposed to ratify, confirm and approve the allotment of 8,00,000 equity shares @ Rs. 271/- per equity share made on preferential basis to Mr. Bhupesh Dinesh Agarwal, Non-Promoter (Allottee) by obtaining fresh consent/ approval of the shareholders as required under Regulation 170(2) of the SEBI (ICDR) Regulations, 2018.

The relevant disclosures in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 read with the rules issued thereunder, are set forth below:

1) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on March 25, 2023 has, subject to the fresh consent/ approval of the Members under Regulation 170(2) of SEBI ICDR Regulations, and such other approvals as may be required, ratified, confirmed and approved the allotment of 8,00,000 Equity Shares of the face value of Rs. 10/- each, at a price of Rs. 271 per Equity Share (at a premium of Rs. 261 per Equity Share), aggregating to Rs. 21,68,00,000/- to the allottee, for cash consideration, by way of a preferential issue on a private placement basis.

2) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

8,00,000 Equity Shares of the face value of Rs. 10/- each, at a price of Rs. 271/- (including a premium of Rs. 261) per Equity Share aggregating up to Rs. 21,68,00,000/-, such price being not less than the minimum price as on the Previous Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

The Valuation Price of Rs. 217/- per equity share determined as on March 24, 2023 (New Relevant Date) is lesser than the Valuation Price of Rs. 271/- as on December 12, 2022 (Previous Relevant Date) and hence no additional funds will be required to be infused by the Allottee.

3) Basis on which the price has been arrived at and justification for the price (including premium, if any).

Since the first EGM for this purpose was convened on January 11, 2023, for obtaining the approval of the shareholders by way a special resolution, the Relevant Date in terms of Chapter V of SEBI ICDR was fixed as December 12, 2022. Since the Equity Shares of the Company were frequently traded with reference to the said Relevant Date, the Price of Rs.271/- per Equity Share was arrived at in terms of Regulation 164 of SEBI ICDR.

This EGM for seeking the fresh consent/ approval of the members under Regulation 170(2) of SEBI ICDR is being convened on April 24, 2023. Pursuant to Regulation 161 of SEBI ICDR Regulations the Relevant Date in case of preferential issue of equity shares means the date thirty days prior to the date on which the meeting of shareholders is to be held. Hence, Relevant Date is March 25, 2023 which comes on Saturday and hence is falling on a weekend. As per explanation to the Reg. 161, where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date. Therefore, day preceding March 25, 2023 i.e., March 24, 2023 is hence determined and reckoned as New Relevant Date.

Since the Equity Shares of the Company were frequently traded with reference to the said New Relevant Date, the Price of Rs.217/- per Equity Share was arrived at in terms of Regulation 164 of SEBI ICDR. The Valuation report by the Independent Registered Valuer is available for inspection at the registered office of the company.

The Valuation Price of Rs. 217/- per equity share determined as on March 25, 2023 (New Relevant Date) is lesser than the Valuation Price of Rs. 271/- as on December 12, 2022 (Previous Relevant Date) and hence no additional funds will be required to be infused by the Allottee.

Therefore, in terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs. 271/- per Equity Share.

4) Amount which the company intends to raise by way of such securities;

Up to Rs. 21,68,00,000/-. The company has received the share application money of Rs. 21,68,00,000/- and accordingly the Board of Directors in their meeting held on January 31, 2023 already allotted 8,00,000 equity shares to the Allottee.

5) Objects of the Issue

The proceeds of the Preferential Issue shall be utilized for prepayment of borrowings of the Company, working capital requirement, meeting future funding requirements and other general corporate purposes of the Company

6) The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of 8,00,000 Equity Shares is made to Mr. Bhupesh Dinesh Agrawal (PAN No. AGLPA5465A) resident of 2101/2102, 21st Floor, Jalaram Heights, Ganjawala Lane, Near Chamunda Circle, Borivali (West), Mumbai – 400 092 (Category – Non-Promoter)

7) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue

None of the Promoters, Directors or Key Managerial Personnel or their relatives intend to subscribe to any Equity Shares pursuant to the Preferential Issue.

8) Proposed time frame within which the Preferential Issue shall be completed

The Board of Directors in their meeting held on January 31, 2023 has already allotted the 8,00,000 equity shares to the Allottee. The approval of members by way of this Special Resolution is being sought to ratify, confirm and approve the said allotment of 8,00,000 equity shares to the Allottee as required under Regulation 170(2) of the SEBI ICDR Regulations.

9) Principal terms of assets charged as securities

Not applicable.

10) Shareholding pattern of the Company before and after the Preferential Issue

Please refer Annexure - A to this Notice for details.

11) Material terms of raising such securities

The Equity Shares being issued shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend, voting rights etc.

12) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the year, no preferential allotment has been made to any person as of the date of this Notice.

13) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue

Identity of the allottee and the percentage of post preferential issue capital that may be held by him:

Name of the proposed allottee	Category	Present pre-issue shareholding		% of total equity capital		Ultimate beneficial owners
		Pre-issue holding	% of total equity capital	Post issue holding	% of total equity capital	
Mr. Bhupesh Dinesh Agarwal (PAN No. AGLPA5465A)	Non-promoter	NIL	NIL	8,00,000	19.78%	Not Applicable

14) The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post preferential issue capital that may be held by the allottee

There will be no change in control or management in the Company consequent to the completion of the Preferential Issue to the proposed allottee. The percentage of post Preferential Issue capital that will be held by the Allottee shall be 19.78%.

15) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

No contribution is being made by Promoter or Directors of the Company, as part of the Preferential Issue.

16) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable

17) Lock-in Period

The Equity Shares allotted on a preferential basis shall be locked-in for such period as specified under Chapter V of the SEBI ICDR Regulations.

18) The current and proposed status of the allottee(s) post the Preferential Issue namely, promoter or non-promoter

Non-promoter

19) Undertakings

- a) None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- b) The Company is eligible to make the Preferential Issue to allottee under Chapter V of the SEBI ICDR Regulations.
- c) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- d) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- f) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

20) Practicing Company Secretary's Certificate

The certificate from M/s. Sandeep Dubey & Associates, Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at the link: www.giriraj.co

21) Other disclosures

- a) During the period from April 01, 2022 until the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.

- b) Since the Equity Shares of the Company are listed on the stock exchanges and the Preferential Issue is more than 5%, report of the registered valuer is required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations. The report is available for inspection at the registered office of the company during business hours except Sunday and holidays.
- c) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration.
- d) The proposed allottee has confirmed that he has not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. He has further confirmed that the proposed allottee shall be eligible under SEBI ICDR Regulations to undertake the preferential issue.

In accordance with the provisions of Regulation 170(2) and other applicable provisions of Chapter V of the SEBI ICDR Regulations, the fresh approval/ consent of the Members by way of a special resolution is being sought to ratify, confirm and approve the allotment of the 8,00,000 Equity Shares to allottee as set out in the said Item no. 1 of the Notice.

The Board of Directors recommends the resolution at Item No.I of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.1 of this notice except and to the extent of their shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

For and on behalf of Board

Sd/-

**Krushang Shah
Managing Director**

Place: Mumbai

Date: 31/03/2023

Annexure – A
Pre and Post Preferential Issue Shareholding Pattern of the Company

Sr. No.	Category of Shareholder (s)	Pre–Issue (as on 24.03.2023)		Post – Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	22,44,500	69.19	22,44,500	55.50
b)	Family Trust	0	0	0	0
c)	Bodies Corporate	0	0	0	0
	Sub Total A(1)	22,44,500	69.19	22,44,500	55.50
2	Foreign	0	0	0	0
	Total Promoters & Promoter Group Holding (A)	22,44,500	69.19	22,44,500	55.50
B	Public Shareholder Holdings				
1	Institutional Investors	0	0	0	0
2	Central/ State Govt	0	0	0	0
3	Non-Institutions				
a)	Individuals				
i)	Individual shareholders holding nominal share capital upto Rs. 2 lakhs	1,05,800	3.26	1,05,800	2.62
ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	8,90,200	27.44	16,90,200**	41.79
b)	Any Other				
	Hindu Undivided Family	2400	0.07	2400	0.06
	NRI				
	Bodies Corporate	1200	0.04	1200	0.03
	Sub-Total (B) (3)	9,99,600		17,99,600	
	Total Public Shareholding (B)				
C	Shares held by custodians for ADR and GDR	0	0	0	0
	Total (A)+(B)+(C)	32,44,100	100	40,44,100	100

** Includes 8,00,000 Equity Shares proposed to be allotted pursuant to Preferential Issue.

GIRIRAJ CIVIL DEVELOPERS LIMITED

Regd Office: Office No. 006/A
Wing, Ground Floor, Western Edge-2
Premises Co-op. Society Limited, Western
Express Highway, Borivali (East), Mumbai
- 400066

CIN: L45200MH2005PLC156879;

Contact: 022-28906356

Website: www.giriraj.co

E mail: info@giriraj.co

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member	
Registered Address	
E-Mail Id	
Folio No/Client ID	
DP ID	

I/We, being the member(s) of _____ equity shares of Giriraj Civil Developers Limited, hereby appoint:

(1)

Name: Address:

.....

E-mail id: Signature or failing him;

(2)

Name: Address:

.....

E-mail id: Signature or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Monday, April 24, 2023, at 10:00 A.M. at aforementioned registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below:

Sl. No.	Resolutions	For	Against	Abstain
	Special Business			
1.	To ratify, confirm and approve the allotment of 8,00,000 equity shares on preferential basis			

Signed this ____ day of ____ 2023

Affix
Revenue
Stamp

Signature of Member(s)

- Notes:** (1) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
(2) A Proxy need not to be a member of the Company.
(3) Please put a 'X' in the Box in the appropriate column against the respective resolution. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she think appropriate.

[illegible]

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