



GIRIRAJ CIVIL DEVELOPERS LIMITED

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

February 15, 2023

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

Scrip Symbol: GIRIRAJ

Subject: Notice convening Extraordinary General Meeting and Book Closure

Dear Sir/ Madam,

Pursuant to the 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 10th March, 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 07th March, 2023 to 10th March, 2023, both days inclusive. Record date for the purpose of dispatching Notice of EGM to the members is 10th February, 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.

Thanking you,

Yours faithfully,

For GIRIRAJ CIVIL DEVELOPERS LIMITED


KRUSHANG SHAH
MANAGING DIRECTOR



Encl. as above.

+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

WWW.GIRIRAJ.CO



GIRIRAJ CIVIL DEVELOPERS LIMITED

**NOTICE OF EXTRAORDINARY
GENERAL MEETING TO BE HELD
ON FRIDAY, THE 10TH DAY OF
MARCH, 2023**

NOTICE OF EXTRAORDINARY MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF GIRIRAJ CIVIL DEVELOPERS LIMITED WILL BE HELD ON FRIDAY, THE 10TH DAY OF MARCH, 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

1. **Approval of request received from Mr. Arvind Kantilal Shah, Promoter for reclassification from 'Promoter/Promoter Group' to 'Public' pursuant to Regulation 31A of SEBI (LODR) Regulations, 2015;**

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 Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of National Stock Exchange of India Limited (herein after referred to as “stock exchange”), the Securities and Exchange Board of India and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to remove and reclassify Mr. Arvind Kantilal Shah from “Promoter and Promoter Group” category to “Public” category who holds NIL shares in the share capital of the Company.

RESOLVED FURTHER THAT the above-mentioned Applicant shall not hold more than ten percent of the paid-up equity share capital of the Company.

RESOLVED FURTHER THAT in supersession of any provision, his special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholder’s agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in subclause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from “Promoter & Promoter Group” to “Public”.

RESOLVED FURTHER THAT on approval of the Stock Exchange upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of reclassification, subject to the provisions of the SEBI LODR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby severally accorded to the Board of Directors of the Company to perform and execute all such acts, deeds, matters and things including but not limit to making intimation/filings to stock exchange, seeking approvals from the Securities and Exchange Board of India, the National Stock Exchange of India Limited or any other Authority (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be.

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.

For and on behalf of Board

Sd/-

Krushang Shah
Managing Director

Place: Mumbai

Date: 15/02/2023

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 07th March, 2023 to 10th March, 2023 (both days inclusive).**
8. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.
9. 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 Company had received request letter dated. 02/12/2022 from Mr. Arvind Kantilal Shah, Promoter of the Company for reclassification from the ‘Promoter’ category to ‘Public’ category. He holds NIL shares in the Company.

The outgoing promoter is not engaged in the management of the day-to-day affairs of the Company. He has disposed of his entire shareholding by way of inter se transfer to immediate relative his Brother Mr. Mahesh Kantilal Shah and consequent thereto he does not hold any shares or voting rights in the company. He also does not have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner due to the recent changes in his shareholding. Further, the Board was also informed about undertaking given by him in accordance with the Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations, 2015).

Further, in accordance with the Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations, 2015), he has given undertaking that follows:

1. He, along with the Persons Acting in Concert together, do not hold more than ten percent of the total voting rights in the Company;
2. He does not exercise control over the affairs of the Company whether directly or indirectly.
3. He is not having any special rights with respect to the Company through formal and informal arrangements including through any shareholder agreements
4. He does not represent on the Board of Directors (including not having a nominee Director) of the Company.
5. He is not acting as a Key Managerial Person in the Company.
6. He is not a wilful defaulter as per the Reserve Bank of India Guidelines.
7. He is not a fugitive economic offender.

Further, he has confirmed that subsequent to reclassification, he would continue to comply with the requirements as mentioned in Regulation 31A of Listing Regulations. Pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with amendments thereto, the said request for reclassification was considered, analyzed and approved by the Board of Directors at its meeting held on December 12, 2023, subject to members’ approval and stock exchanges’ approval subsequently.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

For and on behalf of Board

Sd/-

**Krushang Shah
Managing Director**

Place: Mumbai
Date: 15/02/2023

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;

(3)
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 Friday, March 10, 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.	Reclassification from Promoter to Public			

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.

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