



RONAK JHUTHAWAT & CO.

Practicing Company Secretaries & Trademark Agent

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
26th Annual General Meeting of the Members of
G R INFRAPROJECTS LIMITED
Revenue Block No. 223, Old Survey No. 384/1, 384/2 Paiki &
384/3, Khata No.464, Kochariya, Ahmedabad 382220.

Dear Sir,

Sub: 26th Annual General Meeting of the Shareholders of G R INFRAPROJECTS LIMITED held on Thursday, 25th August, 2022 at 03:00 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

I, Ronak Jhuthawat of M/s Ronak Jhuthawat & Co., Company Secretary in practice (Certificate of Practice no. 12094), have been appointed by the Board of Directors of **G R INFRAPROJECTS LIMITED** (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting and e-voting during 26th Annual General Meeting in a fair and transparent manner, in respect of resolutions as per attached Annexure-1 transacted at the 26th Annual General Meeting (AGM) of the Shareholders of the Company.

I hereby submit my report as under:

As per the General Circular No. 02/2022 dated 5th May 2022 read with Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 and 21/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December 2021 respectively issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 (collectively referred to as "SEBI Circular") in view of COVID-19 pandemic, the said notification permits to hold AGM via **Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")**. As confirmed by the Company, notice dated 29th July 2022 was sent to the shareholders in respect of the resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the above mentioned circulars.



- A. The Company has appointed M/S KFin Technologies Limited to provide and facilitate remote e-voting services to the members of the Company to cast their votes through a secured electronic mode on the resolutions to be transacted at the said AGM.
- B. The Company had also provided e-voting facility to those shareholders who attended the AGM through VC / OAVM and who had not cast their vote through remote e-voting earlier.
- C. The cut-off date for determining the eligibility of the members to vote by remote e-voting or e-voting at the AGM was 18th August, 2022. As on "Cut-off" date i.e. 18th August, 2022, there were 73627 (Seventy Three Thousand Six Hundred Twenty Seven) shareholders.
- D. The remote e-voting facility started on 22nd August 2022 (9:00 A.M.) and ended on 24th August 2022 (5:00 P.M.).
- E. The requisite advertisements pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended and in compliance with Ministry of Corporate Affairs Circular No. 20/2020 dated 5th May 2020 were published in "Financial Express" (in English) (All editions) on 31st July, 2022 and in "Financial Express" (in Gujarati) (Gujarati Edition) on 30th July, 2022.
- F. The votes cast through remote e-voting and through e-voting were unblocked at 03.54 P.M. after conclusion of voting at the AGM held on Thursday, 25th August, 2022 in the presence of two witnesses who were not the employees of the Company.
- G. Based on the details containing list of Members who have casted their votes on remote e-voting platform as downloaded from the e-voting website of KFin Technologies Limited (www.evoting.kfintech.com) and the votes cast by the members through VC / OAVM during AGM, the consolidated results of the remote e-voting and e-voting during AGM, on all items of the business transacted at the AGM held on Thursday, 25th August 2022 are given in the Annexure-1 enclosed herewith, forming part of this Report.



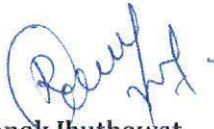
CONCLUSION:

All the Resolutions mentioned in the AGM notice dated 29th July 2022 under the remote e-voting and e-voting through VC / OAVM during Annual General Meeting have been passed with requisite majority.

Thanking you,

Yours faithfully,

**For Ronak Jhuthawat & Co.
Company Secretaries**



**Ronak Jhuthawat
Proprietor
Membership No. FCS 9738-COP No. 12094
Peer Review No.: 1270/2021
UDIN- F009738D000849588**

**Place: Udaipur
Date: 25th August, 2022**

**Counter signed by
For G R INFRAPROJECTS LIMITED**



**Sudhir Mutha
Company Secretary
Authorised Person**

**Place: Gurugram
Date: 25th August, 2022**

Annexure-1
G R INFRAPROJECTS LIMITED

26th Annual General Meeting held on Thursday, 25th August, 2022 at 3:00 P.M.

**CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING & THROUGH VIDEO CONFERENCING
(VC)/OTHER AUDIO VISUAL MEANS (OAVM)**

Item No. of Notice of AGM	Subject matter of the Resolution (in brief)		REMOTE E-VOTING		E-VOTING AT AGM*		TOTAL		%age of total valid votes	Invalid Votes	
			No. of members voted	No. of valid votes cast	No. of members voted	No. of valid votes cast	No. of members voted	No. of valid votes cast		No. of Members	No. of invalid votes
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
1	Ordinary Resolution to receive, consider and adopt the Audited Standalone Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2022 together with the Report of Auditors and Directors thereon.	In Favour	246	94673655	8	196	254	94673851	99.99	NIL	NIL
		Against	3	69	1	8	4	77	0.01		
		Total	249	94673724	9	204	258	9,46,73,928	100.00		
2	Ordinary Resolution for re-appointment of Mr. Ramesh Chandra Jain (DIN: 09069250) as a Director, who retires by rotation.	In Favour	239	94673140	8	165	247	9,46,73,305	99.99	NIL	NIL
		Against	8	165	1	8	9	173	0.01		
		Total	247	94673305	9	173	256	9,46,73,478	100.00		
3	Ordinary Resolution for re-appointment of Mr. Vikas Agarwal (DIN: 03113689) as a Director, who retires by rotation.	In Favour	233	87203051	8	196	241	8,72,03,247	99.99	NIL	NIL
		Against	9	211	1	8	10	219	0.01		
		Total	242	87203262	9	204	251	8,72,03,466	100.00		
4	Ordinary Resolution for Ratification of Remuneration of Cost Auditor of the Company for Financial Year 2022-23.	In Favour	237	94673476	8	196	245	9,46,73,672	99.99	NIL	NIL
		Against	10	216	1	8	11	224	0.01		
		Total	247	94673692	9	204	256	9,46,73,896	100.00		
5	Special Resolution for appointment of Mr. Rajan Malhotra (DIN: 09613669) as an Independent Director of the Company.	In Favour	229	93712229	8	196	237	9,37,12,425	98.98	NIL	NIL
		Against	17	961438	1	8	18	961446	1.02		
		Total	246	94673667	9	204	255	9,46,73,871	100.00		
6	Ordinary Resolution for approval of proposed Related Party Transaction(s) with Bharat Highways InvIT.	In Favour	194	9565510	8	196	202	95,65,706	86.98	NIL	NIL
		Against	22	1432172	1	8	23	1432180	13.02		
		Total	216	10997682	9	204	225	1,09,97,886	100.00		
7	Special Resolution for approval for selling or disposing of assets /undertaking(s) of the Company	In Favour	226	93241490	8	196	234	9,32,41,686	98.49	NIL	NIL
		Against	23	1432235	1	8	24	1432243	1.51		
		Total	249	94673725	9	204	258	9,46,73,929	100.00		

Note: 1. This is Annexure-1 referred to in Consolidated Scrutinizer's Report dated 25th August, 2022 and forming part of that Report.

2. *E-voting during AGM is the facility provided to members of the Company to cast their votes through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") who did not cast their vote earlier.

3. Few shareholders have voted in both favour as well as against, for the purpose of calculation of number of members voted, these have been classified in the category in which they have put higher vote, and in case of equal vote, the same has been classified in favour.

For Ronak Jhuthawat & Co
Company Secretaries

Ronak Jhuthawat
Membership No. : FCS-9738
Certificate of Practice No.: 12094
Peer Review No.: 1270/2021
Udaipur, 25th August, 2022
UDIN- F009738D000849588



For G R INFRAPROJECTS LIMITED



Sudhir Mutha

Sudhir Mutha
Company Secretary
Authorized Person
Place : Gurugram
Date: 25.08.2022