

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

सत्यमेव जयते

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U45201GJ1995PLC098652

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACG5306N

(ii) (a) Name of the company

G R INFRAPROJECTS LIMITED

(b) Registered office address

Revenue Block No. 223, Old Survey No. 384/1, 384/2
Paiki and 384/3, Khata No. 464, Kochariya
AHMEDABAD
Ahmedabad
Gujarat
380000



(c) *e-mail ID of the company

cs@grinfra.com

(d) *Telephone number with STD code

02942487370

(e) Website

www.grinfra.com

(iii) Date of Incorporation

22/12/1995

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes

No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

(f) Specify the reasons for not holding the same

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	97.49

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	GR DWARKA DEVARIYA HIGHW +	U45201RJ2019PTC064358	Subsidiary	100
2	GR AKKALKOT SOLAPUR HIGH +	U45201RJ2018PTC061051	Subsidiary	100
3	GR SANGLI SOLAPUR HIGHWA +	U45309RJ2018PTC061049	Subsidiary	100
4	GR GUNDUGOLANU DEVARAP +	U45206RJ2018PTC060749	Subsidiary	100
5	PORBANDAR DWARKA EXPRES +	U45200RJ2017PTC058283	Subsidiary	100

6	VARANASI SANGAM EXPRESSV +	U45500RJ2017PTC057753	Subsidiary	100
7	NAGPUR MUKUNDGARH HIGH +	U45309RJ2017PTC067184	Subsidiary	100
8	GR PHAGWARA EXPRESSWAY I +	U45400RJ2016PLC056040	Subsidiary	100
9	REENGUS SIKAR EXPRESSWAY +	U45400RJ2011PLC066741	Subsidiary	99.99
10	GR SHIRSAD MASVAN EXPRESS +	U45203RJ2020PTC071737	Subsidiary	99.9
11	GR BILASPUR URGHA HIGHWAY +	U45202RJ2021PTC073376	Subsidiary	99.9
12	GR GALGALIA BAHADURGANJ +	U45500RJ2021PTC073975	Subsidiary	99.9
13	GR BAHADURGANJ ARARIA HI +	U45209RJ2021PTC073971	Subsidiary	99.9
14	GR ALIGARH KANPUR HIGHWA +	U45203RJ2020PTC068726	Subsidiary	99.9
15	GR ENA KIM EXPRESSWAY PRIV +	U45201RJ2020PTC070415	Subsidiary	99.9
16	G R Infrastructure Limited (Nig +		Subsidiary	99.38
17	GR Building & Construction Nic +		Subsidiary	75

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	178,000,000	96,689,010	96,689,010	96,689,010
Total amount of equity shares (in Rupees)	890,000,000	483,445,050	483,445,050	483,445,050

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	178,000,000	96,689,010	96,689,010	96,689,010
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	890,000,000	483,445,050	483,445,050	483,445,050

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	99,448,432	497,242,160	497,242,160	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				

Decrease during the year	2,759,422	13,797,110	13,797,110	0
i. Buy-back of shares	2,759,422	13,797,110	13,797,110	
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	96,689,010	483,445,050	483,445,050	

Preference shares

At the beginning of the year

Increase during the year

i. Issues of shares

ii. Re-issue of forfeited shares

iii. Others, specify

Decrease during the year

i. Redemption of shares

ii. Shares forfeited

iii. Reduction of share capital

iv. Others, specify

At the end of the year

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	5,387	0	6,380,777,776
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,912,504,224
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			5,217,822,000
Deposit			0
Total			13,511,104,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	6,790,000,000	1,990,000,000	2,399,222,224	6,380,777,776
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

72,444,550,000

(ii) Net worth of the Company

36,044,266,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	13,424,008	13.88	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	31,915,832	33.01	0	

10.	Others	0	0	0	
	Total	45,339,840	46.89	0	0

Total number of shareholders (promoters)

4

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	36,083,992	37.32	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	3,159,149	3.27	0	
9.	Body corporate (not mentioned above)	5,692,000	5.89	0	
10.	Others India Business Excellence Fi +	6,414,029	6.63	0	
	Total	51,349,170	53.11	0	0

Total number of shareholders (other than promoters)

29

**Total number of shareholders (Promoters+Public/
Other than promoters)**

33

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	30	29
Debenture holders	42	57

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	9.55	0
B. Non-Promoter	0	3	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	1	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	1	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	2	3	9.55	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Vinod Kumar Agarwal	00182893	Whole-time director	4,941,512	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Ajendra Kumar Agarwal	01147897	Managing Director	4,290,448	
Chander Khamesra	01946373	Director	0	
Mahendra Doogar Kumar	00319034	Director	0	04/05/2021
Kalpana Gupta	03554334	Director	0	
Anand Rathi	ACMPR0066R	CFO	0	
Sudhir Mutha	AGJPM6914E	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Vinod Kumar Agarwal	00182893	Managing Director	27/02/2021	Change in designation
Ajendra Kumar Agarwal	01147897	Director	27/02/2021	Change in designation
Vishal Tulsyan	00139754	Nominee director	03/03/2021	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/10/2020	34	21	69.5
Extra-ordinary General Meeting	21/09/2020	34	15	86.1
Extra-ordinary General Meeting	27/02/2021	34	32	98

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	05/06/2020	6	5	83.33
2	24/06/2020	6	6	100
3	06/08/2020	6	4	66.67
4	03/10/2020	6	6	100
5	11/11/2020	6	6	100
6	08/12/2020	6	2	33.33
7	12/01/2020	6	2	33.33
8	22/02/2021	6	6	100
9	18/03/2021	5	4	80

C. COMMITTEE MEETINGS

Number of meetings held

8

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	24/06/2020	3	3	100
2	AUDIT COMM	03/10/2020	3	3	100
3	AUDIT COMM	11/11/2020	3	3	100
4	AUDIT COMM	22/02/2021	3	3	100
5	NOMINATION	03/10/2020	3	3	100
6	NOMINATION	22/02/2021	3	3	100
7	CORPORATE	03/10/2020	3	3	100
8	CORPORATE	18/03/2021	4	2	50

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Vinod Kumar Agarwal	9	9	100	6	6	100	
2	Ajendra Kumar Agarwal	9	9	100	1	0	0	
3	Chander Khamesra	9	4	44.44	8	8	100	
4	Mahendra Kumar Datta	9	7	77.78	8	7	87.5	
5	Kalpana Gupta	9	7	77.78	2	2	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Vinod Kumar Agarwal	Chairman and Whole-time Director	48,000,000	102,000,000	0	0	150,000,000
2	Ajendra Kumar Agarwal	Managing Director	48,000,000	102,000,000	0	0	150,000,000
	Total		96,000,000	204,000,000	0	0	300,000,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Anand Rathi	Chief Financial Officer	10,655,000	0	0	0	10,655,000
2	Sudhir Mutha	Company Secretary	2,412,000	0	0	0	2,412,000
	Total		13,067,000	0	0	0	13,067,000

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Kalpana Gupta	Independent Director	0	0	0	370,000	370,000
2	Mahendra Kumar Datta	Independent Director	0	0	0	410,000	410,000
3	Chander Khamesra	Independent Director	0	0	0	160,000	160,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		0	0	0	940,000	940,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Bharat Choudhary

Whether associate or fellow

Associate Fellow

Certificate of practice number

14489

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

List of attachments

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

List of Shareholders of G R Infraprojects Limited

First Name	Middle	Last Name	Folio No.	DP ID- Client ID Account Number	No. of Shares Held	Class of Shares
Vinod	Kumar	Agarwal		IN301151-22717079	49,41,512	Equity share
Ajendra	Kumar	Agarwal		IN301151-22820996	42,90,448	Equity share
Purshottam		Agarwal		IN301151-22718080	41,92,048	Equity share
Devki	Nandan	Agarwal		IN301151-23071705	36,57,248	Equity share
Mahendra	Kumar	Agarwal		IN301151-22719450	42,15,248	Equity share
Harish		Agarwal		IN301151-23718406	45,86,448	Equity share
		Ajendra Agarwal HUF		IN301151-23360583	2,96,000	Equity share
		Devki Nandan Agarwal HUF		IN301151-23381249	2,88,000	Equity share
		Mahendra Kumar Agarwal HUF		IN301151-23293468	2,95,200	Equity share
		Purshottam Agarwal HUF		IN301151-23338631	2,72,800	Equity share
		Vinod Kumar Agarwal HUF		IN301151-23544328	2,78,800	Equity share
Pankaj		Agarwal		IN301151-22716498	2,00,000	Equity share
Vikas		Agarwal		IN301151-23074017	2,10,000	Equity share
Kiran		Agarwal		IN301151-22756141	30,81,600	Equity share
Ritu		Agarwal		IN301151-22716473	30,20,000	Equity share
Rupal		Agarwal		IN301151-22756175	42,000	Equity share
Suman		Agarwal		IN301151-22717177	30,72,000	Equity share
Laxmi	Devi	Agarwal		IN301151-23331504	30,73,200	Equity share
Lokesh		Agarwal		IN301151-23329685	16,000	Equity share
Puja		Agarwal		IN301151-22756159	76,000	Equity share
Pradeep	Kumar	Agarwal		1201090006725495	5,00,000	Equity share
Sangeeta		Agarwal		IN301151-23991449	29,60,000	Equity share
Lalita		Agarwal		IN301151-22756167	29,60,000	Equity share
Manish		Gupta		IN301151-24006255	29,83,448	Equity share
		Lokesh Builders Private Limited		IN301549-56629878	3,19,15,832	Equity share
		Jasamrit Designers Private Limited		1206850000109135	8,00,000	Equity share
		Jasamrit Creations Private Limited		1206850000109120	10,00,000	Equity share
		Jasamrit Construction Private Limited		1206850000109116	8,00,000	Equity share
		Jasamrit Fashion Private Limited		1206850000109141	8,00,000	Equity share
		Jasamrit Premises Private Limited		1206850000109154	8,00,000	Equity share
		Kandoi Fabrics Private Limited		1201090006835975	14,92,000	Equity share
		India Business Excellence Fund I		IN301348-20086284	64,14,029	Equity share
		India Business Excellence Fund		IN301862-10004030	31,59,149	Equity share
		G R Infraprojects Limited Buy Back Demat Account		IN300118-11803328	27,59,422	Equity share



Bharat Choudhary & Associates

COMPANY SECRETARIES

Mob. No.: 9351962446

Mail Id: choudhary.bharat87@gmail.com

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of G R INFRAPROJECTS LIMITED (CIN: U45201GJ1995PLC098652) as required to be maintained under the Companies Act, 2013 ("Act") and the rules made thereunder for the financial year ended on 31st March, 2021. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under:
 1. The Company has maintained its status under the Act during the year;
 2. The Company has maintained its registers/records & has made entries therein within the time prescribed;
 3. The Company has filed necessary forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
 4. The Company has duly called, convened & held meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. The Company has complied with the provisions related to closure of Register of Members / Security holders, as the case may be, during the year.
 6. As per information provided to me, the Company has not provided any advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
 7. As per information provided to me, the Company has entered into contracts/arrangements with related parties within the preview of section 188 of the Act in compliance with the said provisions;

Office Address: 158, North Ayad, Udaipur-313001, Rajasthan, India



Bharat Choudhary & Associates

COMPANY SECRETARIES

Mob. No.: 9351962446

Mail Id: choudhary.bharat87@gmail.com

8. There was no issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances during the year. However Company has allotted 1990 Unsecured, rated, listed, redeemable, Non- Convertible Debentures of the face value of INR 10,00,000 (Rupees Ten Lakh only) each aggregating to INR 199,00,00,000 (Rupees One Hundred Ninety Nine Crores only) on private placement basis on 08th December, 2021 and pursuant to Section 68 of the Companies Act, 2013, the Company has bought back 27,59,422 Equity Shares. Further redemption of Non-Convertible Debentures was made as per redemption schedule and in accordance with the provisions of Companies Act, 2013. Further, during the year 29,83,448 shares were transferred from Mrs. Shakuntala Devi Gupta to Mr. Manish Gupta.
9. There were no transaction necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the year;
10. There was no declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act during the year;
11. The Company has complied with the provision related to signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. The Company has duly complied with provisions related to constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. The Company has duly complied with provisions related to appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. The Company has no instance requiring approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.
15. The Company has neither accepted any deposit nor was required to repay any deposit during the year;
16. The Company has complied with the provisions in relations to the borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;



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17. The Company is engaged in the business of providing infrastructural facilities and accordingly the provisions of section 186 (except subsection (1) of Section 186) of the Act are not applicable to the company.
18. The Company has altered its Memorandum and/ or Articles of Association of the Company on 27th October 2020 & 27th February 2021 by following applicable provisions of the Companies Act 2013.

**For BHARAT CHOUDHARY & ASSOCIATES
COMPANY SECRETARIES**

**BHARAT CHOUDHARY
PROPRIETOR
M. No.: F10700
CoP: 14489**

**Place: Udaipur
Date:
UDIN:**

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(iv) Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	No. of units	Nominal Value Per Unit (in Rs.)	Total Value
Debentures	1500	8,00,000	1,20,00,00,000/-
Debentures	1733	10,00,000	1,73,30,00,000/-
Debentures	164	88,88,888.88	1,45,77,77,776/-
Debentures	1990	10,00,000	1,99,00,00,000/-
Total	5387	Total	6,38,07,77,776/-