



NOTICE OF POSTAL BALLOT/E-VOTING

(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration Rules), 2014)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provision(s), if any, of the Companies Act, 2013, ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("LODR") and subject to other applicable laws, rules and regulations, and as amended from time to time any statutory modification or reenactment thereof for the time being in force read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020 issued by the Ministry of Corporate Affairs ("MCA"), for seeking the approval of the members of the Company by way of Special Resolution for the Business set out hereunder through Postal Ballot by the members of "Giriraj Civil Developers Limited" only through remote E-voting.

The proposed resolution and explanatory statement pertaining to the said resolution, pursuant to Section 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each item and the reasons thereof are appended herewith for your consideration.

As permitted under the MCA circulars, the Company is sending the Notice in electronic form only. Hence, the hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the members for this Postal Ballot, and members are required to communicate their assent or dissent through the remote e-voting facility only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with the rules framed there under and the MCA Circulars, the Company has extended only the remote E-Voting facility for its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The Instructions for remote e-voting are appended to this Notice. The members can vote on the resolution through a remote e-voting facility. Assent (FOR) or dissent (AGAINST) of the members on the resolution mentioned in the Notice would only be taken through the Remote E-voting system as per the MCA circulars.



The Company has engaged the Services of National Securities Depository Limited (“NSDL”) to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the NSDL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

The Board of Directors of the Company (“Board”), at its meeting held on Thursday, 22nd May 2025, has appointed Mr. Ronak Kalathiya, Partner of M/s Mehta & Mehta Practicing Company Secretary Firm, Mumbai, as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner. The Scrutinizer, after completion of scrutiny, will submit their report to the Chairman of the Company. Thereafter, the result of the Postal Ballot would be announced by the Chairman of the Company on Friday, 27th June 2025 at the Company's registered office. In addition to the result being communicated to National Stock Exchange of India Limited (NSE), the results along with Scrutinizer's report will also be placed on Company's website viz. <https://giriraj.co/> and shall also be available at the Company's registered office.

E-voting facility is available at the link www.evoting.nsdl.com from Tuesday, 27th May 2025, 10:00 A.M. (IST) onwards to Thursday, 26th June 2025, 5:00 P.M (IST). Members are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal ballot Notice, before logging into the e-voting link.

The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. Thursday, 26th June 2025.

The resolution for the purpose as stated herein below are proposed to be passed by Postal Ballot (only through Remote E-voting).

SPECIAL BUSINESS:

ITEM-1: - TO APPROVE THE MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM (EMERGE) OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) TO MAIN BOARD OF NSE AND SIMULTANEOUSLY ON THE MAIN BOARD OF BSE LIMITED (BSE):

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

Note: As per Regulation 277 of SEBI (ICDR) Regulations 2018, here the provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

“RESOLVED THAT pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), Regulation 277 of the SEBI (ICDR) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013, and



other SEBI Regulations and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the Listing Agreement entered into by the Company with National Stock Exchange of India Limited (NSE) applicable to small and medium enterprise and subject to the applicable Laws and by-laws and rules and regulations of NSE and subject to the approval of any statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for the purpose of migration of the Company's present listing from SME Platform (EMERGE) of National Stock Exchange of India Limited (NSE) to Main Board of NSE and the Main Board of BSE Limited ("BSE").

RESOLVED FURTHER THAT Mr. Krushang Mahesh Shah (DIN: 07198525), Managing Director and/or Mr. Jay Pansuria, Company Secretary of the Company, be and are hereby jointly/severally authorized to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of the Companies, Mumbai to apply, modify, rectify and submit any application and/or related documents on behalf of the company for the purpose of migration of the Company's present listing from SME platform (EMERGE) of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited and to the Main Board of BSE Limited and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to the aforesaid resolutions and in connection with any matter incidental thereto."

**By order of the Board
For GIRIRAJ CIVIL DEVELOPERS LIMITED**

Place: Mumbai

Date: 26/05/2025

**KRUSHANG M. SHAH
MANAGING DIRECTOR
DIN:07198525**

NOTES:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules") setting out material facts is annexed herewith and forms part of this notice.
2. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding) and whose name appears on the Register of Members/ List of Beneficial Owners on Friday, 23rd May 2025. The Postal Ballot Notice will also be available on the Company's website at <https://giriraj.co/>
3. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this postal notice in electronic form only. The hard copy of this Postal ballot notice along



with postal ballot forms and pre-paid business envelope, will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.

4. The voting period begins from Tuesday, 27th May 2025, 10:00 A.M (IST) onwards to Thursday, 26th June 2025, 5:00 P.M (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date Friday, 23rd May 2025, may cast their vote electronically. The e-voting module shall be disabled by NDSL for voting thereafter. Once a vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
5. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-Off date are requested to register their e-mail Ids by sending email citing subject "Giriraj -Postal Ballot Registration of e-mail Id's" to Registrar and share transfer Agent (RTA) of the Company, i.e., Cameo Corporate Services Ltd at sofia@cameoindia.com and/or investor@cameoindia.com or to the Company at compliance@giriraj.co with the name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the e-mail address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot notice through remote e-voting facility provided by NDSL.
6. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
7. The results of the Postal Ballot will be declared on Friday, 27th June 2025. The results of the Postal Ballot will be hosted on the website of the Company viz <https://giriraj.co/> and will also be communicated to the Stock Exchange where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairman, or in his absence by the Managing Director or Company Secretary, or any other person so authorized by the Company, and it will be displayed at the Company's Registered Office. The resolution will be taken as passed if the results of the Postal Ballot indicate that the requisite majority of the shareholders assented to the Resolution. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. Thursday, 26th June 2025.
8. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 23rd May 2025.
9. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail, and Shareholders who have not registered their e-mail id request to please register their mail ids with the Company.



10. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.
11. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e. Tuesday, 27th May 2025, to Thursday 26th June 2025.
12. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members with the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the members to cast their votes electronically instead of dispatching a postal ballot form.
13. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at the General Meeting of Members.
14. The Members can opt for only one mode of voting, i.e., remote e-voting.
15. Members are requested to contact Mr. Jay Pansuria, Company Secretary and Compliance Officer (Phone No: 9408076056, Email ID: compliance@giriraj.co) in case of any query pertaining to the postal ballot.
16. In accordance with Rule 22(3) of the Companies (Management and Administration) Rules, 2014, after the postal ballot is dispatched, an advertisement will be published in at least one English language and one vernacular language newspaper, where the Registered office of the Company is situated.
17. Procedure and instructions for e-voting;

How do I vote electronically using NSDL e-Voting system? The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below: Step 1: Access to NSDL e-Voting system A) Login method for e-Voting for Individual shareholders holding securities in demat mode In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.



Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access the e-Voting facility. The login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have

	<p>to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>



	<p>3.If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cDSLindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4.Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cDSLindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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.com or call at 022 - 4886 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. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.



3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

8. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jpc@mehta-mehta.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
9. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
10. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Suketh Shetty at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:



1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@giriraj.co
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@giriraj.co. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By order of the Board
For GIRIRAJ CIVIL DEVELOPERS LIMITED**

Place: Mumbai

Date: 26/05/2025

**KRUSHANG M. SHAH
MANAGING DIRECTOR
DIN:07198525**



EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS:

ITEM NO. 1: -TO APPROVE THE MIGRATION OF LISTING/TRADE OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM (EMERGE) OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) TO MAIN BOARD OF NSE AND MAIN BOARD OF BSE LIMITED(BSE):

The Company's shares have been listed on a NSE Emerge since 2nd April 2018, till date.

Our Company has been listed on the SME platform of NSE Emerge for more than three years. As stated in SEBI (ICDR) Regulation, 2018, it is an option to migrate from NSE SME Emerge to NSE Main Board. Further, the Company's operations have been increasing at a rapid pace. In view of increasing business activities and strong brand building, the Board of Directors, in its meeting held on Thursday, 22nd May 2025, has accordingly decided to migrate from NSE SME Emerge to the NSE Main Board and to the Main Board of BSE Limited. The Listing on the Main Board is likely to have wider participation from investors at large and trading in the Equity Shares of the Company on the Main Board will go on the long way in enhancing the image and goodwill of the Company. The benefits of listing on the Main Board in the form of market Capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Members of the Company. By Migrating on the Main Board, the goodwill and the growth of the Company will increase, and Company will be able to expand its business.

The Migration Policy from SME Platform to Main Board requires approval of members by way of a Special Resolution. The Shareholders' approval for the said purpose is sought through this resolution as required under SEBI (ICDR) Regulations. As per Regulation 277 of SEBI (ICDR) Regulations 2018, here the Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The Board of Directors of the Company proposes the resolution for your approval as a Special resolution. None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

Accordingly, the Board of Directors of the Company recommends the Special resolution for Item no. 1 as proposed and set out in the accompanying Notice for approval of the Members in the Interest of the Company through Postal Ballot through remote e-voting.

**By order of the Board
For GIRIRAJ CIVIL DEVELOPERS LIMITED**

Place: Mumbai

Date: 26/05/2025

**KRUSHANG M. SHAH
MANAGING DIRECTOR
DIN:07198525**

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Giriraj Civil Developers Limited

An ISO 9001:2015, ISO 14001:2015, ISO 27001:2013 & ISO 45001:2018 Certified Company
CIN L45200MH2005PLC156879; Web: www.giriraj.co

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