

B.R.GOYAL INFRASTRUCTURE LIMITED

Reg. Off.: 3-A, Agrawal Nagar, Indore 452 001, Madhya Pradesh, INDIA

Phone: (+91-731) 2403831 | E-mail: enquiry@brginfra.com

CIN: U04520MP2005PLC017479 | Website: www.brginfra.com

NOTICE OF THE 04/2024-25 EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 04/2024-25 EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF B.R.GOYAL INFRASTRUCTURE LIMITED (“THE COMPANY”) WILL BE HELD THROUGH VIDEO CONFERENCING (“VC”) AND/OR OTHER AUDIO-VISUAL MEANS (“OAVM”) ON MONDAY, THE 10TH DAY OF MARCH 2025 AT 03:00 PM IST TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

- 1. APPOINTMENT OF M/S A B M S & ASSOCIATES, CHARTERED ACCOUNTANTS, INDORE (FRN: 030879C) AS STATUTORY AUDITORS OF THE COMPANY TO FILL IN THE CAUSAL VACANCY ARISEN DUE TO RESIGNATION OF M/S LVA & ASSOCIATES, CHARTERED ACCOUNTANTS (FRN: 325977E).**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to sub-section (8) of section 139, Section 142 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation made by the Audit Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to appoint M/s A B M S & Associates, Chartered Accountants, Indore (FRN: 030879C) as the Statutory Auditors of the Company who have given their consent & eligibility certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Act to fill the casual vacancy caused by the resignation of the existing statutory auditors M/s LVA & Associates, Chartered Accountants (FRN: 325977E), and they shall hold office until the conclusion of the ensuing 20th Annual General Meeting, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things, and matters as may be necessary, proper, expedient, or incidental for the purpose of giving effect to this Resolution.”

**By order of the Board of Directors
For B.R.Goyal Infrastructure Limited
SD/-**

Ritika Jhala

Company Secretary and Compliance Officer

M. No.: A73846

**03 February 2025
Indore**

Registered Office:

3-A, Agrawal Nagar, Indore 452 001, Madhya Pradesh, INDIA

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NOTES:

1. In view of the various circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”) and the Securities and Exchange Board of India (“SEBI Circulars”) from time to time and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 04/2024-25 Extra-Ordinary General Meeting (“EGM”) of the Members of the Company is being conducted through Video Conferencing or Other Audio Visual Means (“VC / OAVM”), which does not require physical presence of members at a common venue.

The deemed venue for the EGM shall be the Registered Office of the Company. Hence, the Members can attend and participate at the ensuing EGM through VC/OAVM, and physical attendance of Members is not required.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited (formerly Link Intime India Private Limited) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by MUFG Intime India Private Limited ("MUFG") (formerly Link Intime India Private Limited).
3. Pursuant to the provision of the Act, a Member entitled to attend and vote at a meeting is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company, Since the meeting is being held through VC/OAVM, pursuant to MCA Circulars and SEBI circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
4. A body corporate intending to appoint their authorized representative(s) to attend the Meeting is requested to send a certified copy of the resolution of the Board of Directors or other governing body authorizing such representative(s) to attend and vote on their behalf at the Meeting. The said resolution shall be sent to the Scrutinizer by e-mail at csankitjoshi0811@gmail.com with a copy marked to cs@brginfra.in.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.brginfra.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of MUFG Intime India Private Limited (formerly Link Intime India Private Limited) (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. <https://in.mpms.mufg.com/>.
8. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the meeting is annexed hereto.
9. All documents referred to in the accompanying Notice and the Explanatory Statement have been uploaded on the website of the Company at www.brginfra.com. All Shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to cs@brginfra.in.
10. The businesses set out in the Notice of this EGM will be transacted through an electronic voting system. Instructions and other information regarding e-voting are given herein below. The Company / MUFG will

also send communication relating to e-voting which inter alia will contain details about User ID and password along with a copy of this Notice to the Members of the Company, separately.

11. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. In terms of provisions of section 107 of the Act, as the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the EGM.
13. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM.
14. Pursuant to section 101 of the Act and the rules made thereunder, the Company is allowed to send communication to the Members electronically. We, thus, request you to kindly register/update your Email ID with your respective Depository Participant and the Company's RTA (in case of physical shares) and make this initiative a success.
15. Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in demat mode and with the RTA for physical shares.
16. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to MUFG / the Company.
17. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company electronically. However, the Members are entitled to receive such communication in physical form, upon making a request for the same, by permitted mode free of cost.
18. Since the EGM will be held through VC/OAVM, the route map, proxy form, and attendance slip are not attached to this Notice.
19. Non-resident Indian members are requested to inform RTA/respective DPs, immediately of (a) Change in their Residential Status on return to India for the purpose of permanent settlement, along with PAN details, (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank along with PIN Code number, if not provided earlier.
20. The remote e-Voting will commence on Friday, 07 March 2025 (09:00 AM IST) and will end on Sunday, 09 March 2025 (05:00 PM IST) both days inclusive. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 03 March 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 03 March 2025. During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The e-Voting will be blocked by MUFG immediately thereafter and will not be allowed beyond the said date and time.
21. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Monday, 03 March 2025, may obtain the login ID and password by sending a request at the helpdesk enotices@in.mpms.mufg.com.
22. Once the votes on the Resolution are casted by the Member, the Member shall not be allowed to change these subsequently.
23. The resolutions shall be deemed to be passed on the date of Extra Ordinary General Meeting of the Company, subject to receipt of sufficient votes.

24. You can also update your mobile number and Email id in the user profile details of the folio which may be used for sending communication(s) regarding MUFG e-voting in future. The same may be used in case the Member forgets the password and the same needs to be reset.
25. A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
26. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date i.e. Monday, 03 March 2025 only shall be entitled to avail the facility of remote e- voting or for participation at the EGM and e-voting thereat.
27. **Instructions for Voting through electronic mode:**
 - a. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the members are provided with the facility to exercise their right to vote electronically, through the e-voting services provided by M/s MUFG Intime India Pvt. Ltd (*formerly Link Intime India Pvt. Ltd.*), i.e. facility of casting the votes by the members using an electronic voting system from a place other than the venue of the Meeting of the equity shareholders (remote e-voting) on all the matters set forth in this Notice.
 - b. The voting period begins on Friday, 07 March 2025 (09:00 AM IST) and ends on Sunday, 09 March 2025 (05:00 PM IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 03 March 2025 may cast their vote electronically. The e-voting module shall be disabled by MUFG for voting thereafter.
 - c. The Board of Directors of the Company has appointed CS Ankit Joshi, Practicing Company Secretary, (C.P. No.: 18660 and M. No.: FCS 13203), Address: 803, Airen Heights, PU-3 Scheme No 54, Opp. Malhar Mega Mall, Indore 452 010, Madhya Pradesh, India as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. He has communicated his willingness for such an appointment and will be available for the same.
 - d. The Scrutinizer will submit his report to the Chairman of the Company or such person as authorized, upon completion of scrutiny of the votes received through the e-voting platform, not later than 2 working days from the date of EGM. The Chairman or any person so authorized by him shall announce the results of the EGM within 2 working days from the date of the EGM in accordance with the regulatory provisions.
 - e. The members who have cast their vote by remote e-voting prior to the meeting may also attend/participate in the meeting through VC/OAVM but shall not be entitled to cast their vote again.
 - f. The Members attending the meeting through the VC Facility, who have not cast their votes by remote e-voting shall only be able to exercise their voting rights during the meeting.
 - g. Shareholders are advised to update their mobile number and email ID in their demat accounts to access e- Voting facility.

❖ **REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024, 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 correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>METHOD 1 – Individual Shareholders registered with NSDL IDeAS facility</p> <ul style="list-style-type: none"> • Shareholders who have registered for NSDL IDeAS facility: <ol style="list-style-type: none"> a) Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “Login”. b) Enter User ID and Password. Click on “Login” c) 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. d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. • Shareholders not registered for IDeAS facility: <ol style="list-style-type: none"> a) To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp b) Proceed with updating the required fields. c) Post successful registration, user will be provided with Login ID and password. d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services. e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. <p>METHOD 2 – Individual Shareholders directly visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> a) Visit URL: https://www.evoting.nsdl.com b) Click on the “Login” tab available under ‘Shareholder/Member’ section. c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services. e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility</p> <ul style="list-style-type: none"> • Shareholders who have registered/ opted for CDSL Easi/Easiest facility: <ol style="list-style-type: none"> a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. b) Click on New System Myeasi Tab c) Login with existing my easi username and password d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period. e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

	<ul style="list-style-type: none"> ● Shareholders who have not registered for CDSL Easi/Easiest facility: <ol style="list-style-type: none"> a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration b) Proceed with updating the required fields. c) Post registration, user will be provided username and password. d) After successful login, user able to see e-voting menu. e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. <p>METHOD 2 – Individual Shareholders directly visiting the e-voting website of CDSL.</p> <ol style="list-style-type: none"> a) Visit URL: https://www.cdslindia.com b) Go to e-voting tab. c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”. d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
<p>Individual Shareholders (holding securities in Demat mode) & login through their Depository participants (“DP”)</p>	<p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.</p> <ol style="list-style-type: none"> a) Login to DP website b) After Successful login, user shall navigate through “e-voting” option. c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature. d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
<p>Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode</p>	<p>Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:</p> <ol style="list-style-type: none"> a) Visit URL: https://instavote.linkintime.co.in <p>Shareholders who have not registered for INSTAVOTE facility:</p> <ol style="list-style-type: none"> b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: <ol style="list-style-type: none"> A. User ID: NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID. CDSL demat account – User ID is 16 Digit Beneficiary ID. Shareholders holding shares in physical form – User ID is <u>Event No + Folio Number</u> registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN)

	<p>(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p><i>*Shareholders holding shares in NSDL form, shall provide 'D' above</i> <i>**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</i></p> <ul style="list-style-type: none"> ❖ Set the password of your choice (The password should contain <u>minimum 8 characters</u>, at least <u>one special Character</u> (!#\$%&*), at least <u>one numeral</u>, at least <u>one alphabet</u> and at least <u>one capital letter</u>). ❖ Enter Image Verification (CAPTCHA) Code ❖ Click "Submit" (You have now registered on InstaVote). <p><u>Shareholders who have registered for INSTAVOTE facility:</u></p> <p>c) Click on "Login" under 'SHARE HOLDER' tab.</p> <ol style="list-style-type: none"> A. User ID: Enter your User ID B. Password: Enter your Password C. Enter Image Verification (CAPTCHA) Code D. Click "Submit" <p>d) Cast your vote electronically:</p> <ol style="list-style-type: none"> A. After successful login, you will be able to see the "Notification for e-voting". B. Select 'View' icon. C. E-voting page will appear. D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). E. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
<p>Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")</p>	<p>STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration</p> <ol style="list-style-type: none"> a) Visit URL: https://instavote.linkintime.co.in b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund" c) Fill up your entity details and submit the form. d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in. e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote).

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote).

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently)

GENERAL GUIDELINES FOR SHAREHOLDERS:

1. During the voting period, shareholders can login any number of times till they have voted on the resolution(s) for a particular “Event”.
2. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
3. In case the shareholders have any queries or issues regarding e-voting, please refer to the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in> under the help section or write an email to enotices@in.mpms.mufg.com or Call us:- Tel: 022 - 49186000.
4. Any person, who acquires shares of the Company and becomes a member of the Company after sending the Notice of EGM through electronic mode and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at the helpdesk enotices@in.mpms.mufg.com.
5. The Scrutinizer shall after the conclusion of e-Voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer’s report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty-eight) hours from the conclusion of the EGM, who shall then countersign and declare the result of the voting forthwith.
6. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.brginfra.com after the declaration of the result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to the stock exchange and the service provider i.e. MUFG Intime India Private Limited.
7. All correspondence including share transfer documents should be addressed to the RTA of the Company viz. Link Intime India Private Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400083, Tel: 022- 49186000, e-mail: rnt.helpdesk@linkintime.co.in.

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in 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 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use the Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

28. INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS TO ATTEND THE GENERAL MEETING:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “**Login**”.

b) Select the “Company” and ‘Event Date’ and register with your following details:

A. Demat Account No. or Folio No:

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No: Enter your Mobile No.

D. Email ID: Enter your email Id as recorded with your DP/ Company.

c) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the Company mentioning their name, demat account number/folio number, email id, mobile number with the company at e-mail cs@brginfra.in at least **10 days prior** to the EGM.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

03 February 2025
Indore

By order of the Board of Directors
For B.R.Goyal Infrastructure Limited
SD/-
Ritika Jhala
Company Secretary and Compliance Officer
M. No.: A73846

Registered Office:

3-A, Agrawal Nagar, Indore 452 001, Madhya Pradesh, INDIA
Phone: (+91-731) 2403831 | E-mail: enquiry@brginfra.com
CIN – U04520MP2005PLC017479 | Website: www.brginfra.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

In respect of Item No. 1:

The Members of the Company at its 17th Annual General Meeting (AGM) held on 30 September 2022, had appointed M/s LVA & Associates, Chartered Accountants (FRN: 325977E) (*formerly Lopa Verma & Associates, Chartered Accountants*), as the Statutory Auditors of your Company to hold office from the conclusion of the 17th AGM until the conclusion of the 22nd AGM of your Company to be held in the year 2027.

Subsequently, the Company was recently listed on the SME Platform of BSE Limited on 14 January 2025. As per the applicable regulations, the limited review/statutory audit reports submitted to the stock exchange shall be given only by those auditors who have subjected themselves to peer review process and who hold a valid certificate issued by the 'Peer Review Board' of the Institute.

Pursuant to the provisions of Section 139, 140, and other applicable provisions of the Companies Act, 2013 ('the Act'), and the Companies (Audit and Auditors) Rules, 2014, the incumbent Statutory Auditors, M/s LVA & Associates, Chartered Accountants (FRN: 325977E), have tendered their resignation from the office of Statutory Auditors of the Company with effect from 29 January 2025. The resignation has been submitted on account of the firm's ineligibility to continue as Statutory Auditors, as the firm has not undergone the mandatory peer review in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and is unable to issue limited review reports for the unaudited financial results for the half-year ended 30 September 2024. Consequently, a casual vacancy has arisen in the office of Statutory Auditors of the Company, as envisaged under Section 139(8) of the Act.

To fill the casual vacancy of Statutory Auditors caused on account of the Resignation of M/s LVA & Associates, Chartered Accountants (FRN: 325977E), the Board of Directors after considering the recommendations of the Audit Committee, at their meeting held on 29 January 2025 had appointed M/s A B M S & Associates, Chartered Accountants, Indore (FRN: 030879C) to hold office of the Statutory Auditors from the conclusion of the ensuing 04/2024-25 Extra-Ordinary General Meeting till the date of 20th Annual General Meeting of the Company at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

M/s A B M S & Associates, Chartered Accountants, Indore (FRN: 030879C), has consented to the aforesaid appointment and confirmed that their appointment, if made, will be in compliance with the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in accordance with the Companies Act, 2013 and the rules made thereunder. Additionally, the Firm is a Peer Reviewed Firm of Chartered Accountants, and the Peer Review Certificate has already been issued by the ICAI and the same has been placed before the Board for their noting.

In accordance with Section 139 of the Companies Act, 2013, the approval of the Members is required for the appointment of the Statutory Auditors and the determination of their remuneration via an ordinary resolution. The Board of Directors seeks the Members' approval for the appointment of M/s A B M S & Associates, Chartered Accountants (FRN: 030879C) as Statutory Auditors of the Company and for the fixing of their remuneration. The proposed appointment will be effective from the conclusion of the ensuing 04/2024-25 Extra-Ordinary General Meeting and will remain in force until the 20th AGM of the Company.

The Board of Directors has also recommended the appointment of M/s A B M S & Associates, Chartered Accountants (FRN: 030879C), as the Statutory Auditors of the Company for approval of the Members.

Additional information pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") is provided below:

Name of the Statutory Auditor	A B M S & Associates, Chartered Accountants
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Proposed Fees payable to the Statutory Auditors	INR 05.00 Lakh per annum plus GST as applicable.
Terms of Appointment	Shall commence from the conclusion of the ensuing 04/2024-25 Extra-Ordinary General Meeting till the date of 20 th Annual General Meeting of the Company to conduct the Statutory Audit for the financial year 2024-25.
Any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	There are no material changes. The proposed Fees payable is commensuration with the size of the Company and prevailing market practices in case of Listed entities.
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	A B M S & Associates is a well-established Chartered Accountancy firm founded in 1985. Headquartered in Indore, the firm has branches in Mumbai, Raipur, Bhopal, and Shajapur (M.P.), supported by a qualified team of professionals and staff. The firm specializes in statutory audits and has a strong track record in various allied areas. Additionally, A B M S & Associates has served as the statutory auditors for numerous large listed companies across different industries, demonstrating a robust professional reputation. Following a detailed presentation by the firm, the Audit Committee has expressed satisfaction with their credentials and has recommended their appointment. The Board has further approved their appointment as Statutory Auditors, subject to shareholder approval at the forthcoming 04/2024-25 Extra-Ordinary General Meeting.

Accordingly, the Board recommends the resolution as set out in Item No. 1 of this Notice for approval of the members of the Company as an Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

03 February 2025
Indore

By order of the Board of Directors
For B.R.Goyal Infrastructure Limited
SD/-
Ritika Jhala
Company Secretary and Compliance Officer
M. No.: A73846

Registered Office:

3-A, Agrawal Nagar, Indore 452 001, Madhya Pradesh, INDIA
Phone: (+91-731) 2403831 | E-mail: enquiry@brginfra.com
CIN – U04520MP2005PLC017479 | Website: www.brginfra.com