



# B.R. Goyal Infrastructure Ltd.

CERTIFIED TRUE COPY OF THE RESOLUTION NO.: 14 PASSED BY THE BOARD OF DIRECTORS ("THE BOARD") OF B.R. GOYAL INFRASTRUCTURE LIMITED ("THE COMPANY") AT THEIR 05/2024-25 MEETING HELD AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 3-A, AGRAWAL NAGAR, INDORE - 452 001, MADHYA PRADESH, INDIA ON FRIDAY, THE 14<sup>TH</sup> DAY OF JUNE, 2024 COMMENCED AT 12.00 NOON IST AND CONCLUDED AT 02.45 PM IST WHERE THE REQUISITE QUORUM WAS PRESENT.

## APPROVAL FOR INITIAL PUBLIC OFFER ("IPO") OF EQUITY SHARES OF THE COMPANY:

"RESOLVED THAT in terms of Section 62 (1) (c) and 23(1) (a) other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the consent of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other concerned authorities and departments if and to the extent necessary and such other approvals, permissions and sanctions as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorised Committee thereof for the time being exercising the powers conferred by the Board) as its sole discretion and subject to the consent of Shareholders, the consent of the Board of Directors be and is hereby accorded to create, offer, issue and allot to the public and to such person or persons, who may or may not be the Shareholders/ Members of the Company, to the general public at large and to other categories of investors viz. QIBs (FII, FI, and other eligible entities as per SEBI Regulations), HNIs, Retail Investors, Employees of the Company, Non-resident Indians, Bodies Corporate or other entities as per the extant Regulations and to such other persons in one or more combinations thereof, from time to time in one or more tranches such number of Equity Shares having face value of INR 10.00 each at such premium, as the Board of Directors may deem fit and proper, within the overall limit of upto INR100.00 Crore (Indian Rupees One Hundred Crore) and to enlist Equity Shares on the recognized Stock Exchange(s) (including SME platform) as the Board of Directors of the Company may deem fit and proper, as the Board or a Committee thereof may at its sole discretion decide and approve in consultation with Lead Manager (LM) on such terms and conditions including the number of shares to be issued, at par or at premium as may be finalized and approved by the Board in its absolute discretion in accordance with extant SEBI(ICDR) Regulations, 2018, as amended from time to time and any other applicable statute.

**FURTHER RESOLVED THAT** the new equity shares so issued shall upon allotment shall have the same rights of voting as the equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any declared, including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years.

**FURTHER RESOLVED THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters of whatsoever nature that may be incidental thereto, including but not limited to appointment of Lead Manager (s), Legal Advisor, Syndicate Member(s), Underwriter(s), Market Maker(s), Depository(ies), Registrars and other agencies as may be involved in or concerned in such Public issue and to remunerate all such agencies by way of commission, brokerage, fees or otherwise, by way of entering into agreement or otherwise and to settle any question, doubt or difficulty that may arise in regard to the issue, offer and allotment of the said shares.

**FURTHER RESOLVED THAT** the Directors of the Company be and are hereby severally authorized to finalize the terms and conditions in connection with their appointments and to take all the necessary steps including filing of E-forms with Registrar of Companies through Ministry of Corporate Affairs and to all such acts which are required for giving effect to this resolution."



# B.R. Goyal Infrastructure Ltd.

Certified to be true,

For, B.R.Goyal Infrastructure Limited

गोपाल गोयल  
Gopal Goyal  
Whole-Time Director  
DIN - 00012164



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

Date: June 14, 2024

Place: Indore

