



B.R. Goyal Infrastructure Ltd.

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION NO.: 09 PASSED AT THE MEETING OF THE SHAREHOLDERS OF B.R.GOYAL INFRASTRUCTURE LIMITED ("THE COMPANY") HELD ON WEDNESDAY, THE 26TH DAY OF JUNE, 2024 AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 3-A, AGRAWAL NAGAR, INDORE 452 001, MADHYA PRADESH, INDIA COMMENCED AT 01:00 PM IST AND CONCLUDED AT 02:45 PM WHERE THE REQUISITE QUORUM WAS PRESENT.

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

"RESOLVED THAT in terms of Section 62 (1) (c), 23(1) (a) and other applicable provisions, if any, of the Companies Act 2013, (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), the Securities Contracts (Regulation) Act, 1956, as amended (SCRA), and the rules framed there under, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (SEBI ICDR Regulations), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI LODR Regulations), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed (the Listing Agreements) the Foreign Exchange Management Act, 1999 (FEMA) as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended 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 authorized Committee thereof for the time being exercising the powers conferred by the Board) as its sole discretion, the consent of Shareholders/ Members of the Company be and is hereby accorded to the Board of Directors 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 (FIs, FIs, 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 (Indian Rupees Ten Only) at such premium by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company, as the Board of Directors may deem fit and proper, to create, offer, issue and allot up to INR 100.00 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 in 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),



B.R. Goyal Infrastructure Ltd.

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."

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 26, 2024

Place: Indore

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

For Item No: 09:

In view of the proposed public issue, the paid-up capital of the Company will be enhanced by allotting shares from whom application money will be received. Accordingly, shares will be allotted to persons other than existing shareholders and employees of the Company pursuant to provisions of Section 62(1)(c) of Companies Act, 2013, and the rules and regulations made thereunder, each as amended. It is hereby required to authorize it by passing of Special Resolution in the ensuing Annual General Meeting.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the Company.

Certified to be true,

For, B.R.Goyal Infrastructure Limited

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Gopal Goyal
Whole-Time Director
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