



Notice of the 20th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 20TH ANNUAL GENERAL MEETING ("20TH AGM") OF THE EQUITY SHAREHOLDERS OF B.R. GOYAL INFRASTRUCTURE LIMITED ("THE COMPANY") WILL BE HELD THROUGH TWO WAY VIDEO CONFERENCING ("VC") OR OTHER AUDIO-VISUAL MEANS ("OAVM") ON MONDAY, THE 15TH DAY OF SEPTEMBER 2025 AT 03.30 PM IST TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. ADOPTION OF THE ANNUAL AUDITED FINANCIAL STATEMENTS AND REPORTS THERE ON:

To receive, consider, approve and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 March 2025 together with the Reports of the Board of Directors' and the Statutory Auditors' thereon, and in this regard, to consider and if thought fit, to pass the following as an **Ordinary Resolution**:

- a. **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2025, along with the reports of the Board of Directors and the Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted."
- b. **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2025, along with the reports of the Board of Directors and the Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted."

2. APPOINTMENT OF MR. GOPAL GOYAL (DIN: 00012164) AS A DIRECTOR RETIRING BY ROTATION:

To reappoint Mr. Gopal Goyal (DIN: 00012164) who retires by rotation and being eligible himself to be reappointed as a director, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Gopal Goyal (DIN:

00012164), who retires by rotation and being eligible himself to be reappointed at this meeting, be and is hereby appointed as a Director of the Company."

3. APPOINTMENT OF MR. RAJENDRA KUMAR GOYAL (DIN: 00012150) AS A DIRECTOR RETIRING BY ROTATION:

To reappoint Mr. Rajendra Kumar Goyal (DIN: 00012150) who retires by rotation and being eligible himself to be reappointed as a director, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajendra Kumar Goyal (DIN: 00012150), who retires by rotation and being eligible himself to be reappointed at this meeting, be and is hereby appointed as a Director of the Company."

4. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY FROM THE CONCLUSION OF 20TH ANNUAL GENERAL MEETING TILL THE CONCLUSION OF THE 25TH ANNUAL GENERAL MEETING AND TO FIX THEIR REMUNERATION:

To consider and if thought fit to approve appointment of Statutory Auditors, by passing the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the Sections 139, 141, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and the Companies (Audit and Auditors) Rules, 2014 made there under and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendation made by the Audit

Committee and Board of Directors, M/s A B M S & Associates, Chartered Accountants (FRN: 030879C), be and is hereby appointed as the Statutory Auditors of the Company to conduct the Statutory Audit from the financial year 2025-26 to the financial year 2029-30 and to hold office for period of 05 (Five) consecutive years commencing from the conclusion of this 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting, at such remuneration as may be mutually agreed between any Director 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."

SPECIAL BUSINESS:

5. RATIFICATION OF COST AUDITOR'S REMUNERATION FOR FY 2025-26:

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the remuneration payable to M/s Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No.: 000030), appointed by the Board of Directors of the Company as the Cost Auditors for conducting the audit of the cost accounting records of the Company for the financial year ending 31 March 2026, amounting to INR 70,000/- (Indian Rupees Seventy Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, in connection with the said audit, be and is hereby ratified and confirmed;

FURTHER RESOLVED THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

6. APPROVAL TO BORROW MONEY IN EXCESS OF SPECIFIED LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of sections 180(1)(c), 180(2) and other applicable provisions of the Companies Act, 2013 read with such Rules as may be applicable and the Memorandum and Articles of Association of the Company and in supersession of all the earlier resolutions passed in this regard, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any duly authorized committee(s) thereof, for the time being exercising the powers conferred by the Board by this resolution) for borrowing from time to time, any sum or sums of money for the business of the Company upon such terms and conditions and with or without security as the Board of Directors may in its absolute discretion think fit and expedient in the interests of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital and free reserves, apart from the temporary loans obtained or to be obtained from time to time from Company's Bankers in the ordinary course of business, provided however that the sums so borrowed and remaining outstanding on account of principal amount shall not, at any time, exceed INR 400.00 Crore (Indian Rupees Four Hundred Crore only) and to create security interest over its present and future properties/ assets whether by way of hypothecation, pledge, mortgage, charge, lien or any other form of security interest whatsoever to secure the Indebtedness Amount.

FURTHER RESOLVED THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to decide all terms and conditions in relation to such borrowing at their absolute discretion and to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required to give effect to this resolution."

7. APPROVAL FOR CREATION OF CHARGE ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 read with such Rules as may be applicable and the Memorandum and Articles of Association of the Company and in supersession of all the earlier resolutions passed in this regard, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company to create such mortgage, charge, hypothecation, transfer, sell and/ or otherwise dispose of all or any part of the

immoveable and moveable properties of the Company wherever situated, present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favor of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/ or the issue of debentures/bonds whether partly/fully convertible or non-convertible (herein collectively referred to as "Loans") provided that the total amount of loans together with the interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said loans, shall not at any time exceed INR 400.00 Crore (Indian Rupees Four Hundred Crore only).

FURTHER RESOLVED THAT the Board of Directors and/or Chief Financial Officer of the Company be and are hereby severally authorized to decide all terms and conditions in relation to such transactions at their absolute discretion and to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required to give effect to this resolution."

8. APPROVAL FOR TRANSACTIONS OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and in supersession of all the earlier resolutions passed in this regard, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), of an

aggregate amount not exceeding INR 400.00 Crore (Indian Rupees Four Hundred Crore Only) during the financial year 2025-26 and onwards, in its absolute discretion deem beneficial and in the best interest of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

9. APPROVAL TO INCREASE THE THRESHOLD OF LOANS/ GUARANTEES, PROVIDING SECURITIES AND MAKING INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 400.00 Crore (Indian Rupees Four Hundred Crore only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."

10. APPOINTMENT OF SECRETARIAL AUDITOR OF THE COMPANY FROM THE CONCLUSION OF 20TH ANNUAL GENERAL MEETING TILL THE CONCLUSION OF THE 25TH ANNUAL GENERAL MEETING AND TO FIX THEIR REMUNERATION:

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Ankit Joshi, Practicing Company Secretary, having Membership No.: F13203, COP: 18660, and Peer Review No.: 1453/2021, be and is hereby appointed as the Secretarial Auditor of the Company for a term of 05 (Five) consecutive financial years commencing from the financial year 2025-26 to 2029-30 i.e. from the conclusion of 20th Annual General Meeting till the conclusion of 25th Annual General Meeting of the Company, to conduct the Secretarial Audit of the Company as required under the applicable laws and regulations, subject to ratification of their appointment by the members at every intervening Annual General Meeting, on such remuneration, excluding service tax, other applicable levies, and out-of-pocket expenses, etc. as may be mutually agreed upon by the Board of Directors and the Secretarial Auditor;

FURTHER RESOLVED THAT the Board of Directors of the Company (including its Committee thereof) and Chief Financial Officer and Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

11. INCREASE IN REMUNERATION OF MR. YASH GOYAL (DIN: 08216033), EXECUTIVE DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee, approval of members be and is hereby accorded for increase in remuneration to Mr. Yash Goyal (DIN: 08216033), Executive Director of the Company, from INR 100,000/- (Indian Rupees One Lakh only) per month (inclusive of salary, perquisites, benefits, incentives, and allowances) to INR 300,000/- (Indian Rupees Three Lakh only) per month (inclusive of salary, perquisites, benefits, incentives, and allowances) for the period of 03 (Three) years with effect from 01 September 2025, and on such terms and conditions from time to time within Schedule V of Companies Act, 2013 and any other amendments thereto or enactment thereof.

FURTHER RESOLVED THAT in the event of inadequacy of profits in any financial year during the tenure of Mr. Yash Goyal (DIN: 08216033), Executive Director of the Company, the above-mentioned remuneration be paid to him, as minimum remuneration, subject to prescribed provisions under Section 197 read with schedule V of the Act and rules made thereunder and any other applicable provisions of the Act or any other statutory modifications or enactment thereunder.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writing as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) and to seek approvals and settle any questions, difficulties or doubts that may arise in this regard along with filing of necessary e-forms with the Registrar of Companies."

12. INCREASE IN REMUNERATION OF MR. UTPAL GOYAL (DIN: 08215995), EXECUTIVE DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee, approval of members be and is hereby accorded for increase in remuneration to Mr. Utpal Goyal (DIN: 08215995), Executive Director of the Company, from INR 100,000/- (Indian Rupees One Lakh only) per month (inclusive of salary, perquisites, benefits, incentives, and allowances) to INR 300,000/- (Indian Rupees Three Lakh only) per month (inclusive of salary, perquisites, benefits, incentives, and allowances) for the period of 03 (Three) years with effect from 01 September 2025, and on such terms and conditions from time to time within Schedule V of Companies Act, 2013 and any other amendments thereto or enactment thereof.

14 August 2025
Indore

Registered Office:

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

Phone: (+91-731) 2403831

E-mail: enquiry@brginfra.com

CIN – L04520MP2005PLC017479

Website: www.brginfra.com

FURTHER RESOLVED THAT in the event of inadequacy of profits in any financial year during the tenure of Mr. Utpal Goyal (DIN: 08215995), Executive Director of the Company, the above-mentioned remuneration be paid to him, as minimum remuneration, subject to prescribed provisions under Section 197 read with schedule V of the Act and rules made thereunder and any other applicable provisions of the Act or any other statutory modifications or enactment thereunder.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writing as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) and to seek approvals and settle any questions, difficulties or doubts that may arise in this regard along with filing of necessary e-forms with the Registrar of Companies.”

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

Ritika Jhala
Company Secretary and Compliance Officer
M. No.: A73846



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 20th Annual General Meeting ("AGM") 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 AGM shall be the Registered Office of the Company. Hence, the Members can attend and participate at the ensuing AGM through VC/OAVM, and physical attendance of Members is not required. the Notice of 20th AGM is be sent only through electronic mode and to only those members who names appear in the register of Members as on 15 August 2025 and whose e-mail IDs are registered with the Registrar and Share Transfer Agent/Depository Participant.
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 08 April 2020, 13 April 2020, 05 May 2020, 13 January 2021, 14 December 2021, 05 May 2022, 28 December 2022, 25 September 2023, and 19 September 2024 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 AGM will be provided by MUFG Intime India Private Limited ("MUFG") (*formerly Link Intime India Private Limited*).
3. Pursuant to the provisions 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 AGM 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 AGM 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 AGM 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 AGM 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 AGM 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 13 April 2020, the Notice calling the AGM 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 AGM 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 AGM) i.e. <https://in.mpms.mufg.com/>.

Additionally, as per Regulation 36(1)(b) of the Listing Regulations, a letter providing the web link of the Annual Report for FY 2024-25, will be sent to those shareholder(s) who have not registered their email address with the Company/ Depositories/ Depository Participants/ RTA.

Procedure for registration of email address by shareholders for receiving notice and Annual Report:

Members holding shares in demat form may validate/ update their email address and other details with their respective Depository Participants to enable servicing of notices / documents / Annual Reports electronically to their email address.

8. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of a Director seeking appointment/re-appointment at this AGM are also annexed herewith.
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 AGM. Members seeking to inspect such documents can send an email to cs@brginfra.in.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting **Form No. SH-13**. Members are requested to submit these details to their DP in case the shares are held by them in electronic form.
11. The members who wish to nominate, any person to whom his securities shall vest in the event of his death may do so by submitting the attached nomination Form to the Company or the Registrar and Transfer Agent of the Company. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation.
12. The businesses set out in the Notice of this AGM 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.
13. 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.
14. 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 AGM.
15. 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 AGM.
16. 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.
17. 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.
18. 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.
19. 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.

20. Since the AGM will be held through VC/OAVM, the route map, proxy form, and attendance slip are not attached to this Notice.
21. 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.
22. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
23. The remote e-Voting will commence on **Friday, 12 September 2025 (09:00 AM IST)** and will end on **Sunday, 14 September 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, 08 September 2025** may cast their vote electronically. The voting rights 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, 08 September 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.
24. 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, 08 September 2025**, may obtain the login ID and password by sending a request at the helpdesk enotices@in.mpms.mufg.com.
25. Once the votes on the Resolution are casted by the Member, the Member shall not be allowed to change these subsequently.
26. The resolutions shall be deemed to be passed on the date of Annual General Meeting of the Company, subject to receipt of sufficient votes.
27. 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.
28. A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
29. 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, 08 September 2025** only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and e-voting thereat.
30. **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, 12 September 2025 (09:00 AM IST)** and will end on **Sunday, 14 September 2025 (05:00 PM IST)** both days inclusive. 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, 08 September 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. In terms of SEBI Circular No. SEBI/HO/CFD/CMD CIR/P/2020/242 dated 09 December 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 e-Voting facility.
- e. 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 AGM. The Chairman or any person so authorized by him shall announce the results of the AGM within 2 working days from the date of the AGM in accordance with the regulatory provisions.

- f. 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.
- g. 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.
- h. 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

METHOD 1 – Individual Shareholders registered with NSDL IDeAS facility

• Shareholders who have registered for NSDL IDeAS facility:

- 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.

Individual Shareholders holding securities in Demat mode with NSDL

• Shareholders not registered for IDeAS facility:

- 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.

METHOD 2 – Individual Shareholders directly visiting the e-voting website of NSDL:

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- 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.
- 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.
- 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.

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

• Shareholders who have registered/ opted for CDSL Easi/Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- Click on New System Myeasi Tab
- Login with existing my easi username and password
- 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.
- 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 who have not registered for CDSL Easi/Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields.
- Post registration, user will be provided username and password.
- After successful login, user able to see e-voting menu.
- 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.

METHOD 2 – Individual Shareholders directly visiting the e-voting website of CDSL.

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- 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.

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.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- 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.

Individual Shareholders holding securities in Demat mode with CDSL

Individual Shareholders (holding securities in Demat mode) & login through their Depository participants ("DP")

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

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:

securities in demat mode

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

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 Event No + Folio Number registered with the Company.

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. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide 'D' above*

***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on "**Login**" under 'SHARE HOLDER' tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

- d) Cast your vote electronically:

- 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.

Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- 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.mufig.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 AGM 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.mufig.com.
5. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM 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 2 (Two) working days from the conclusion of the AGM, 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. MUFG Intime India Private Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400083, Tel: 022-49186000, e-mail: rnt.helpdesk@in.mpms.mufig.com.

❖ 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.mufig.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".

31. 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/ AGMs 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:

- Visit URL: <https://instameet.in.mpms.mufig.com> & click on "**Login**".
- 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 AGM.
- 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.

Contact Details:

Company Details	M/s. B.R.Goyal Infrastructure Limited Reg. Off.: 3-A, Agrawal Nagar, Indore 452 001, Madhya Pradesh, INDIA Tel.: +91 731 2403831 E-mail: enquiry@brginfra.com CIN – L04520MP2005PLC017479 Website: www.brginfra.com
Registrar and Share Transfer Agent and E-Voting Agency	M/s. MUFG Intime India Private Limited (formerly Link Intime India Private Limited) Reg. Off.: C-101, Embassy 247, LBS.Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, INDIA Tel.: +91 810 811 6767 Email: rnt.helpdesk@in.mpms.mufg.com
Scrutinizer	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 Contact: +91 9713783143 Email: csankitjoshi0811@gmail.com

14 August 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 – L04520MP2005PLC017479

Website: www.brginfra.com

Explanatory Statement

Pursuant to Section 102(1) of the Companies Act, 2013

For Item No: 04:

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.

Pursuant to the provisions of Sections 139, 140, and other applicable provisions of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, M/s LVA & Associates, Chartered Accountants (FRN: 325977E), had tendered their resignation from the office of Statutory Auditors of the Company with effect from 29 January 2025 on account of the firm's ineligibility to continue as Statutory Auditors, as the firm had not undergone the mandatory peer review in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Consequently, a casual vacancy had 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 that Board Meeting till the date of 20th Annual General Meeting of the Company. The said appointment was further approved by the Members of the Company at the 04/2024-25 Extra-Ordinary General Meeting held on 10 March 2025.

Pursuant to Section 139 of the Companies Act, 2013, the Company has proposed to appoint them as the Statutory Auditors for a period of 05 (Five) years to hold office from the conclusion of this 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting of the Company.

M/s A B M S & Associates, Chartered Accountants, Indore (FRN: 030879C), have consented to the aforesaid appointment and confirmed that their appointment is in compliance with the limits specified under Section 141(3)(g) of the Companies Act, 2013. They 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 noted by the Board.

Approval of the Members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an Ordinary Resolution.

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.

Accordingly, approval of the Members is sought for appointment of M/s A B M S & Associates, Chartered Accountants, Indore (FRN: 030879C) as the Statutory Auditors of the Company and to fix their remuneration.

The details required as per Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") are provided below:

Name of the Statutory Auditor	M/s A B M S & Associates, Chartered Accountants
Proposed Fees payable to the Statutory Auditors	INR 05.00 Lakh per annum plus GST as applicable.
Terms of Appointment	For period of 05 (Five) Years from the conclusion of 20 th Annual General Meeting till the conclusion of 25 th Annual General Meeting to audit the Financial Statements of the Company.
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.

Name of the Statutory Auditor	M/s A B M S & Associates, Chartered Accountants
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	M/s 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 expressed satisfaction with their credentials and recommended their appointment. The Board has further approved their appointment as Statutory Auditors, subject to approval of the Members at the ensuing Annual General Meeting to be held on 15 September 2025.

Accordingly, the Board recommends the resolution as set out in Item No. 04 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.

For Item No: 05:

As per the provisions of Section 148 of the Companies Act, 2013 ("Act") read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), as amended from time to time, the Company is required to have an audit of its cost records conducted by a Cost Accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014. The Board, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s. Dhananjay V. Joshi & Associates, Cost Accountants, (Firm Registration Number 000030), as the Cost Auditors to conduct the audit of the cost records of the

Company, for the financial year ending 31 March 2026, at a remuneration of INR 70,000/- plus applicable taxes and reimbursement of reasonable out-of pocket expenses.

In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 05 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending 31 March 2026.

The Board commends ratification of remuneration of Cost Auditors, as set out in Item No. 05 of the Notice for approval by the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

For Item No: 06:

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 06 for approval by the members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

For Item No: 07:

In order to facilitate securing the borrowings to be availed by the Company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, it is proposed to obtain the approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, or provide other securities in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 07 for approval by the members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

For Item No: 08:

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associates or Joint Ventures or group entity or any other person in whom any of the Directors of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item No. 08 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan,

guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item No. 08 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

For Item No: 09:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of INR 400 Crore, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 09 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

For Item No: 10:

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI LODR Regulations**) vide SEBI Notification

dated 12 December 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 14 August 2025 have recommended to the Members of the Company for their approval, the appointment of Mr. Ankit Joshi, Practicing Company Secretary, having Mem. No.: F13203, COP: 18660, and Peer Review No.: 1453/2021, as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive years from the conclusion of this 20th Annual General Meeting of the Company to be held on Monday, 15 September 2025, till the conclusion of the 25th Annual General Meeting of the Company to be held in the calendar year 2030.

Credentials:

Mr. Ankit Joshi is a Fellow Member of the Institute of Company Secretaries of India having Mem. No.: F13203, COP: 18660, and Peer Review No.: 1453/2021. He is Company Secretary in Whole-Time Practice and got recognition as Peer Reviewed Unit from ICSI. He has 08 years of experience as a Practicing Company Secretary. He is advisor to the corporates in the areas of Company Law, SEBI, FEMA, Commercial Contracts and Agreements, Capital Markets, Secretarial Audits, Due Diligence and other allied Corporate Laws. He has represented corporates before NCLT and has played a key role in handling IPOs and listing process assignments of various companies.

He has furnished a declaration to the Company that he is eligible to be appointed as Secretarial Auditor of the Company for a term of 05 (five) consecutive years i.e., to hold office from the conclusion of the 20th Annual General Meeting of the Company to be held on 15 September 2025, till the conclusion of the 25th Annual General Meeting of the Company to be held in the calendar year 2030.

The details required as per Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") are provided below:

Name of the Secretarial Auditor	Mr. Ankit Joshi, Practicing Company Secretary
Terms of appointment	For a term of 05 (Five) consecutive years from the conclusion of ensuing AGM to be held on 15 September 2025, till the conclusion of the 25 th AGM of the Company to be held in the calendar year 2030.
Proposed Fees payable to the Secretarial Auditors	The fees payable to Mr. Ankit Joshi, Practicing Company Secretary in connection with

the secretarial audit of the Company during FY 2025-26 would be INR 75,000/- (Indian Rupees Seventy-Five Thousand Only).

Applicable taxes, travelling and other out-of-pocket expenses incurred by Mr. Ankit Joshi, Practicing Company Secretary would be in addition to the above-mentioned remuneration.

The fees for services in the nature of secretarial certifications and other permissible professional work will be in addition to the fees mentioned above and will be determined by the Board of Directors of the Company in consultation with the said Secretarial Auditor and as per the recommendations of the Audit Committee.

The proposed fees payable to the Secretarial Auditor is based on knowledge, expertise, experience, time and effort required to be put in by them.

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 for recommendation for appointment

The proposal for the appointment of Mr. Ankit Joshi, Practicing Company Secretary, as the Secretarial Auditor of the Company was duly considered and recommended by the Audit Committee, based on the following grounds:

- Mr. Ankit Joshi has had a long-standing professional association with the Company.
- He has been engaged in secretarial practice for the past eight (08) years.
- He possesses substantial exposure to secretarial

- practices applicable to listed companies.
- d. He holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI), bearing Certificate No. 1453/2021, in compliance with the prescribed requirements.

No order has been passed by ICSI/SEBI/MCA/any other competent authority/Court, both in India or outside India, against the proposed secretarial auditor.

Taking into account the credentials of Mr. Ankit Joshi, Practicing Company Secretary and based on the evaluation of the quality of the audit work, the Board of Directors of the Company based on the recommendation of the Audit Committee, unanimously recommends the Ordinary Resolution as set out in Item No. 10 of this Notice for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 10 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

For Item No: 11:

Mr. Yash Goyal is an Executive Director of the Company w.e.f. 16 October 2023. In the view of duties and full-time responsibilities of Mr. Yash Goyal as an Executive Director, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, at their meeting held on 14 August 2025, approved the revision in his remuneration from INR 100,000/- (Indian Rupees One Lakh only) per month (inclusive of salary, perquisites, benefits, incentives, and allowances) to INR 300,000/- (Indian Rupees Three Lakh only) per month effective from 01 September 2025, (inclusive of salary, perquisites, benefits, incentives, and allowances) where, the remuneration shall in no case exceed the ceiling limits of the net profits of the Company computed in accordance with the provisions of the Act or any other applicable law, as amended from time to time. The proposed revision in the remuneration is well in conformity with the relevant provisions of the Companies Act, 2013.

A brief profile of Mr. Yash Goyal is given below:

1	Background details	Mr. Yash Goyal aged 30 years is the Executive Director of our Company.
2	Recognition or awards	N.A.

3 Past Remuneration

INR 100,000 (Indian Rupees One Lakh only) per month.

Mr. Yash Goyal is responsible for overseeing the Technical Department of the Company, ensuring that all technical operations, project planning, and execution align with industry standards and company objectives. With approximately seven years of experience in the construction industry, he brings a wealth of knowledge in project management, site supervision, and quality control. His expertise spans residential, commercial, and infrastructure projects, and he has consistently contributed to the successful delivery of numerous high-value developments. Mr. Yash Goyal is known for his detail-oriented approach, strong leadership skills, and commitment to innovation and excellence in construction practices.

4 Job and his suitability

5 Revised Remuneration proposed

INR 300,000 (Indian Rupees Three Lakh only) per month.

6 Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

Based on a review of his experience and expertise in the industry, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, has determined that the revision of his remuneration is reasonable and in alignment with the prevailing compensation practices for senior management personnel possessing comparable qualifications and experience in the industry.

The details of the revised remuneration payable to Mr. Yash Goyal is given below:

1	Tenure of Remuneration	3 years with effect from 01 September 2025.
2	Salary inclusive of all allowances and incentives	Up to INR 300,000/- (Indian Rupees Three Lakh only) per month. He shall be entitled to such increment from time to time as the Board may by its discretion determined subject to the limits set out in Schedule V of Companies Act, 2013.
3	Perquisites and Allowances in addition to	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, perquisites shall be

	the salary	evaluated at actual cost.
4	Retirement benefits	Gratuity payable shall be in accordance with the rules of the Companies Act, 2013 and Gratuity Rules. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at this end of the tenure, will not be included in the computation of the ceiling on perquisites. He shall be entitled to reimbursement of expenses like Vehicle and Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company.
5	Other benefits	He shall be eligible for Housing, Medical and other Loans or facilities as applicable in accordance with the rules of the Company and in compliance with the provisions of the Companies Act, 2013.
6	Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law.

The Board recommends the Special Resolution set forth in Item No. 11 of the Notice for approval of the members.

None of the Directors and KMP except Mr. Yash Goyal and his relatives are interested in the resolution no. 11 as set out in Notice.

For Item No: 12:

Mr. Utpal Goyal is an Executive Director of the Company w.e.f. 16 October 2023. In the view of duties and full-time responsibilities of Mr. Utpal Goyal as an Executive Director, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, at their meeting held on 14 August 2025, approved the revision in his remuneration from INR 100,000/- (Indian Rupees One Lakh only) per month (inclusive of salary, perquisites, benefits, incentives, and allowances) to INR 300,000/- (Indian Rupees Three

Lakh only) per month effective from 01 September 2025, (inclusive of salary, perquisites, benefits, incentives, and allowances) where, the remuneration shall in no case exceed the ceiling limits of the net profits of the Company computed in accordance with the provisions of the Act or any other applicable law, as amended from time to time. The proposed revision in the remuneration is well in conformity with the relevant provisions of the Companies Act, 2013.

A brief profile of Mr. Utpal Goyal is given below:

1	Background details	Mr. Utpal Goyal aged 33 years is the Executive Director of our Company.
2	Recognition or awards	N.A.
3	Past Remuneration	INR 100,000 (Indian Rupees One Lakh) per month. Mr. Utpal Goyal is responsible for overseeing the Technical Department of our company, where he leads the planning, coordination, and execution of various construction projects. With around 10 years of experience in the construction industry, he possesses extensive expertise in project execution, quality assurance, and technical supervision. Over the years, Mr. Utpal Goyal has been instrumental in managing a wide range of residential, commercial, and infrastructure projects, consistently ensuring timely delivery and adherence to the highest standards of quality and safety. His strategic thinking, technical acumen, and leadership abilities make him a valuable asset to the organization.
4	Job profile and his suitability	
5	Revised Remuneration proposed	INR 300,000 (Indian Rupees Three Lakh only) per month.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Based on a review of his experience and expertise in the industry, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, has determined that the revision of his remuneration is reasonable and in alignment with the prevailing compensation practices for senior management personnel possessing comparable qualifications and experience in the industry.

The details of the revised remuneration payable to Mr. Utpal Goyal is given below:

1	Tenure of Remuneration	3 years with effect from 01 September 2025.
2	Salary inclusive of all allowances and incentives	Up to INR 300,000/- (Indian Rupees Three Lakh only) per month. He shall be entitled to such increment from time to time as the Board may by its discretion determined subject to the limits set out in Schedule V of Companies Act, 2013.
3	Perquisites and Allowances in addition to the salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.
4	Retirement benefits	Gratuity payable shall be in accordance with the rules of the Companies Act, 2013 and Gratuity Rules. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at this end of the tenure, will not be included in the computation of the ceiling on perquisites.
5	Other benefits	He shall be entitled to reimbursement of expenses like Vehicle and Travelling Expenses actually and properly incurred

during the course of doing legitimate business of the Company.

He shall be eligible for Housing, Medical and other Loans or facilities as applicable in accordance with the rules of the Company and in compliance with the provisions of the Companies Act, 2013.

The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law.

6 Minimum Remuneration

The Board recommends the Special Resolution set forth in Item No. 12 of the Notice for approval of the members.

None of the Directors and KMP except Mr. Utpal Goyal and his relatives are interested in the resolution no. 12 as set out in Notice.

14 August 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:

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CIN – L04520MP2005PLC017479

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ANNEXURE-A

DISCLOSURE PURSUANT TO PROVISIONS OF REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Brief details of Director's seeking appointment/ re-appointment

Name of the Director	Mr. Gopal Goyal	Mr. Rajendra Kumar Goyal
Director Identification Number (DIN)	00012164	00012150
Date of Birth & Age	05 October 1961 & 63 years	21 December 1958 & 66 years
Nationality	Indian	Indian
Date of first appointment by Board	01 April 2005	01 April 2005
Qualifications	Not holding any formal educational certificate.	Not holding any formal educational certificate.
Experience & Expertise in specific functional areas	He is one of the founding Promoters and first Directors of the Company. He is having an experience of 31 years in the areas of infrastructure and construction activities.	He is one of the founding Promoters and first Directors of the Company. He is having an experience of 31 years in the areas of Road Construction Projects.
Brief Profile of Director	Mr. Gopal Goyal, aged 63 years, is one of the Promoters and the Whole-Time Director of the Company. He has been associated with the Company since incorporation. He possesses over 31 years of experience in Infrastructure and Civil Construction Business. His roles and responsibilities include overseeing all aspects of the Company's operations, setting strategic direction and ensuring the efficient use of resources. He has played a vital role in office administration and human resource management of our Company. He is also responsible for fostering key client relationships and identifying new business opportunities.	Mr. Rajendra Kumar Goyal, aged 66 years, is the Whole-Time Director and one of the Promoters of the Company. He has been associated with the Company since incorporation. He possesses 31 years of experience in the business of Road Construction Projects. He has played a vital role in execution of all the projects undertaken by the Company. He is responsible for purchase and maintenance of the technical equipments. He also overlooks site management and is responsible for the smooth functioning of on-site work including employee management.
Nature of expertise in specific functional areas	• Infrastructure; Leadership • Strategic Direction Making • Administration • Human Resource Management	• Infrastructure; Leadership • Strategic Direction Making • Purchase and Technical Maintenance
Terms and conditions of Appointment/ Re-appointment along with Remuneration sought to be paid	In terms of Section 152 of the Companies Act, 2013. Mr. Gopal Goyal was appointed as a Whole-Time Director and is liable to retire by rotation.	In terms of Section 152 of the Companies Act, 2013. Mr. Rajendra Kumar Goyal was appointed as a Whole-Time Director and is liable to retire by rotation.
Details of remuneration paid/ last drawn (including sitting fees, if any)	INR 72.00 Lakh per annum.	INR 72.00 Lakh per annum.
Details of remuneration proposed to be paid	Not Applicable	Not Applicable
Designation	Whole-Time Director	Whole-Time Director
Directorships in other Companies including Listed Companies	Nil	BR-DSR Lateri Shamshabad Private Limited

Memberships/ Chairmanship of Committees (including Memberships/ Chairmanship of Committees of Board of listed entities) (including listed entities from which the Director has resigned in the past three years)

Number of Meetings of the Board attended during the year 2025-26

Disclosure of relationship between Directors/ Key Managerial Personnels Inter-se

No. of shares held in the Company

Information as required pursuant to Per Exchange Circular No. LIST/COMP/ 14/2018-19 Dated 20 June 2018 W.R.T. Enforcement Of SEBI Orders Regarding Appointment of Directors By Listed Companies

B.R.Goyal Infrastructure Limited

Member:

- Corporate Social Responsibility Committee
- Finance & Investment Committee

Attended 2 out of 2 Board Meetings held till date during the current financial year 2025-26.

Brother of Mr. Rajendra Kumar Goyal and Brij Kishore Goyal;
Uncle of Mr. Utpal Goyal and Mr. Yash Goyal.

49,12,446 Equity Shares

He is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.

B.R.Goyal Infrastructure Limited

Member:

- Tender Committee

Attended 2 out of 2 Board Meetings held till date during the current financial year 2025-26.

Brother of Mr. Gopal Goyal and Brij Kishore Goyal;
Father of Mr. Utpal Goyal;
Uncle of Mr. Yash Goyal.

49,12,446 Equity Shares

He is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.