



# B.R.Goyal Infrastructure Limited

CIN: L04520MP2005PLC017479



26 November 2025

To  
Corporate Relations Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

Scrip Code: 544335 | Scrip Symbol: BRGIL | ISIN: INE00ST01011

**Subject:** Intimation of Postal Ballot Notice of B.R.Goyal Infrastructure Limited (the Company), E-Voting Facility, and Fixation of Cut-Off Date.

**Reference:** Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

In pursuance of Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI Listing Regulations**), as amended from time to time, we are enclosing herewith the Notice of Postal Ballot dated 12 November 2025 along with explanatory statement and same is available on website of the Company i.e. [www.brginfra.com](http://www.brginfra.com) and on the website of MUFG Intime India Private Limited (formerly Link Intime India Private Limited) i.e. <https://instavote.linkintime.co.in>.

The Company shall seek approval of Shareholders of the Company by way of Postal Ballot (Remote E-Voting only) for the following agenda item:

Item. No.	Agenda	Type of Resolution
1	Re-appointment of Ms. Khushboo Patodi (DIN: 08984343) as a Non-Executive Independent Woman Director of the Company	Special Resolution

Further, the Notice of Postal Ballot will be sent only through electronic mode to those Members who have registered their e-mail address with their Depository Participant(s) (**DPs**) or with MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (**NSDL**)/ Central Depository Services (India) Limited (**CDSL**) and for reckoning the voting rights of the Members of the Company as on Friday, 21 November 2025 (**Cut-off date**) in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and applicable MCA Circulars and SEBI Circulars. The shareholders are required to communicate their assent or dissent through the remote e-voting system only.

Further, the Company has availed remote e-voting facility from MUFG Intime India Private Limited (formerly Link Intime India Private Limited), and below is the calendar of the events for remote e-voting:

Cut-off date to record the entitlement of the	Friday, 21 November 2025
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## B.R.Goyal Infrastructure Limited

CIN: L04520MP2005PLC017479

shareholders to cast their vote electronically	
Date of completion of dispatch of notice of postal ballot to the shareholders of the Company through E-mail	Wednesday, 26 November 2025
Publication of Newspaper Advertisement for completion of dispatch of notice of postal ballot	Thursday, 27 November 2025
Date and time of commencement of voting through electronic means	Friday, 28 November 2025 at 9:00 AM IST
Date and time of conclusion of voting through electronic means	Saturday, 27 December 2025 at 5:00 PM IST
Date of declaration of result by the Chairman / Company Secretary	Not later than 2 (Two) working days of the conclusion of the Postal Ballot.

Kindly take the above information on your records.

Thanking you.

Yours faithfully,

For, **B.R.Goyal Infrastructure Limited**

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

Encl.: As above



## B.R.GOYAL INFRASTRUCTURE LIMITED

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

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

CIN: L04520MP2005PLC017479 | Website: [www.brginfra.com](http://www.brginfra.com)

### POSTAL BALLOT NOTICE

*[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or amendments or re-enactments thereof and applicable circulars issued by the Ministry of Corporate Affairs, Government of India]*

E-VOTING STARTS ON	E-VOTING ENDS ON
Friday, 28 November 2025, at 9:00 a.m. (IST)	Saturday, 27 December 2025, at 5:00 p.m. (IST)

To  
The Members of the Company

**NOTICE** is hereby given that B.R.Goyal Infrastructure Limited (the **Company**) is seeking approval of the Members for the Special Business and the Special Resolution appended below, by way of Postal Ballot - only by voting through electronic means (**remote e-Voting**), in terms of the provisions of Section 110 read with Section 108 and other applicable provisions (if any) of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (the **Act**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) (the **Rules**), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (including various circulars issued thereunder, from time to time) (**SEBI LODR Regulations**), and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (as amended) (**SS-2**), and also in line with various circulars issued by the Ministry of Corporate Affairs, Government of India (**MCA**) from time to time, more specifically - General Circular No. 14/2020 dated 08 April 2020, 17/2020 dated 13 April 2020, and subsequent circulars issued, read with Circular No. 03/2025 dated 22 September 2025 (**MCA Circulars**) (hereinafter, the Act, the Rules, SEBI LODR Regulations, SS-2 and the MCA Circulars are collectively referred to as "**applicable laws**", for the purposes of this notice).

The Explanatory Statement in terms of the provisions of Section 102 of the Act setting out the material facts, relevant details and reasons/ rationale for the Special Resolution, forms part of this Notice.

In line with the provisions of the aforesaid MCA Circulars, this Notice is being sent only through electronic form to those Members whose Email IDs are registered with the Company/ Depositories and it will also be made available on the website of the Company i.e. [www.brginfra.com](http://www.brginfra.com), on the website of the BSE Limited i.e. at [www.bseindia.com](http://www.bseindia.com), and also on the website of MUFG Intime India Private Limited (formerly Link Intime India Private Limited) (**MUFG**) (in the capacity of being the service provider appointed for providing the remote e-Voting facility) i.e. at <https://instavote.linkintime.co.in>. Please note that in compliance with the provisions of applicable laws, physical copy of Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and hence, the Members are required to communicate their assent or dissent through remote e-Voting only. In compliance with the provisions of Regulation 44 of the SEBI LODR Regulations and in terms of the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of MUFG for the purpose of providing remote e-Voting facility to the Members. The instructions regarding remote e-Voting and other relevant information are provided in the notes to this Notice. The Members are requested to peruse and refer the same.

Brief details of remote e-Voting are as under:

<b>Cut-off date</b> <i>(For determining the Members entitled to vote on the Special Resolution forming part of this Notice)</i>	Friday, 21 November 2025
<b>Commencement of remote e-voting</b>	From 9:00 AM IST on Friday, 28 November 2025
<b>Conclusion of remote e-voting</b>	Up to 5:00 PM IST on Saturday, 27 December 2025

The Members are requested to record their assent (FOR) or dissent (AGAINST) through the remote e-Voting not later than 5:00 PM on Saturday, 27 December 2025, failing which it will be considered that no vote has been received from the Member.

Mr. Ankit Joshi, Company Secretary in Whole-Time Practice (Membership No: FCS 13203 and CP No.: 18660), has been appointed to act as the Scrutinizer to scrutinize the remote e-Voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman or any person authorized by the Chairman, after completion of scrutiny of the votes received from the Members through remote e-Voting. The results shall be declared within 2 (two) working days from the conclusion of the remote e-Voting and communicated to BSE Limited, where the Equity Shares of the Company are listed. The results will also be displayed on the website of the Company i.e. [www.brginfra.com](http://www.brginfra.com) and on notice board at the Registered Office of the Company and on the website of MUFG Intime India Private Limited (formerly Link Intime India Private Limited) i.e. <https://instavote.linkintime.co.in>. The proposed resolution, if approved by requisite majority, shall be deemed to have been passed on the last date of remote E-voting, i.e., Saturday, 27 December 2025.

Any person who is not a Member on the abovementioned Cut-off date should treat the Notice for information purpose only.

For any queries/ grievances or guidance for e-Voting, the Members may contact Ms. Ritika Jhala, Company Secretary and Compliance Officer on +91 731 2403831 or at [cs@brginfra.in](mailto:cs@brginfra.in).

**RESOLUTION PROPOSED TO BE PASSED BY THE MEMBERS THROUGH POSTAL BALLOT (BY REMOTE E-VOTING):**

***SPECIAL BUSINESS***

**ITEM NO.: 1**

**RE-APPOINTMENT OF MS. KHUSHBOO PATODI (DIN: 08984343) AS A NON-EXECUTIVE INDEPENDENT WOMAN 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 Sections 149, 150, 152, and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), as amended from time to time, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the re-appointment of **Ms. Khushboo Patodi (DIN: 08984343)**, who was appointed as a Non-Executive Independent Woman Director w.e.f. 30 December 2020, and who holds office up to 29 December 2025, and has submitted a declaration confirming that she meets the criteria of independence as provided in Section 149(6) of the Act, and is eligible for re-appointment as a Non-Executive Independent Woman Director of the Company, not liable to retire by rotation, for the second term of five years commencing from 30 December 2025, up to 29 December 2030, be and is hereby approved by the members of the Company.

**FURTHER RESOLVED THAT** pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Ms. Khushboo Patodi (DIN: 08984343) shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in the capacity of Non-Executive Independent Woman Director under the Act, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

**FURTHER RESOLVED THAT** the Board of Directors (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.”

**12 November 2025  
Indore**

**By order of the Board of Directors  
For, B.R.Goyal Infrastructure Limited  
SD/-  
Ritika Jhala  
Company Secretary and Compliance Officer  
Membership No.: ACS: 73846**

***Registered Office:***

3-A, Agrawal Nagar, Indore 452 001, Madhya Pradesh, INDIA  
Phone: (+91-731) 2403831 | E-mail: [enquiry@brginfra.com](mailto:enquiry@brginfra.com)  
CIN – L04520MP2005PLC017479 | Website: [www.brginfra.com](http://www.brginfra.com)

**NOTES:**

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, in respect of the proposed Special Resolution setting out all the material facts and reasons is enclosed herewith and forms part of this Notice.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and Regulation 17(11) of the Listing Regulations, the business as set out in the Notice above is sought to be passed by Postal Ballot. Accordingly, your approval is sought for the resolution contained in this Notice through Remote E-voting.
3. The Postal Ballot Notice is being sent only through electronic mode to those Members who have registered their e-mail address with their Depository Participant(s) (DPs) or with MUFG Intime India Private Limited (*formerly Link Intime India Private Limited*), the Registrar and Share Transfer Agent of the Company (MUFG) and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on **Friday, 21 November 2025 (Cut-off date)** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the applicable MCA Circulars and SEBI Circulars, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of Remote E-voting only.
4. The Cut-off date for reckoning the voting rights of the Members of the Company is **Friday, 21 November 2025 (Cut-off date)**. Member(s) holding Equity Shares as on Cut-off date may cast their vote through Remote E-voting only and a person who is not a Member as on the Cut-off date shall treat this Notice for information purpose only. The Remote E-voting period starts on **Friday, 28 November 2025 at 9:00 AM IST** and ends on **Saturday, 27 December 2025, at 5:00 PM IST**.
5. The Board of Directors of the Company has appointed MUFG Intime India Private Limited (*formerly Link Intime India Private Limited*), as an agency to provide the Remote E-Voting Facility to the shareholders of the Company.
6. The Board of Directors of the Company has appointed CS Ankit Joshi, Company Secretary in Whole-Time Practice, (Membership No: FCS 13203 and CP No.: 18660) Indore, as the Scrutinizer for conducting the Postal Ballot (remote E-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.
7. The Notice of Postal Ballot is also placed on the website of the Company i.e. [www.brginfra.com](http://www.brginfra.com) and on the website of MUFG Intime India Private Limited (*formerly Link Intime India Private Limited*) i.e. <https://instavote.linkintime.co.in> and at the relevant sections of the website of the Stock Exchange on which the Shares of the Company are listed i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)).
8. Resolutions passed by the Members through Postal Ballot shall be deemed to have been passed on the last day of the remote e-voting period, i.e., Saturday, 27 December 2025, as if the same were passed at a General Meeting of the Members.
9. The decision of the Scrutinizer on the validity of the votes cast through Remote E-voting in this regard shall be final and binding.
10. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 AM IST to 1:00 PM IST except Saturdays, Sundays, and public holidays up to the last date of voting under Postal Ballot i.e. Saturday, 27 December 2025.
11. Procedure for registering the e-mail addresses for obtaining the Notice of Postal Ballot and Remote E-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with MUFG Intime India Private Limited (*formerly Link Intime India Private Limited*) (in case of Members holding shares in physical form) is provided hereunder.
12. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Notice and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). Members holding shares in physical form and have not registered their e-mail address can now register the same by sending a request through email on [cs@brginfra.in](mailto:cs@brginfra.in). Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only. Members of the Company who have registered their e-mail addresses are also entitled to receive such communication in physical form, upon request.

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**REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS**

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In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023, 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:

**Individual Shareholders holding securities in Demat mode with NSDL:**

**METHOD 1 – NSDL IDeAS facility**

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section. 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.

Shareholders not registered for IDeAS facility:

- 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>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



**METHOD 2 – NSDL e-voting website**

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your 16-digit demat account no. 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 3 - NSDL OTP based login**

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- 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.

**Individual Shareholders registered with CDSL Easi/ Easiest facility:**

**METHOD 1 – CDSL Easi/ Easiest facility**

Shareholders registered for CDSL Easi/Easiest facility

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com) & click on New System Myeasi Tab.
- Enter existing username, Password & click on “Login”.
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting



service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### Shareholders not registered for 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 for registration.
- Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

#### **METHOD 2 – CDSL e-voting page**

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter 16-digit 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
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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 Depository Participant:**

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.
- Post successful authentication, 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.

#### **Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

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 and vote on InstaVote as under:

#### **STEP 1: LOGIN / SIGNUP to InstaVote**

##### Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- Enter details as under:
  - User ID: Enter User ID
  - Password: Enter existing Password
  - Enter Image Verification (CAPTCHA) Code
  - Click “Submit”.

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no., registered with the Company

##### Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
  - User ID: Enter User ID
  - PAN: Enter your 10-digit Permanent Account

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no., registered with the Company

#### **Postal Ballot Notice**

- 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.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
  4. 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
  5. 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).
  6. Enter Image Verification (CAPTCHA) Code.
  7. Click "Submit" (You have now registered on InstaVote).
  8. Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

**STEP 2: Steps to cast vote for Resolutions through InstaVote**

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

**Guidelines for 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](mailto: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:
  1. '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.
  2. 'Investor's Name' - Enter Investor's Name as updated with DP.
  3. 'Investor PAN' - Enter your 10-digit PAN.
  4. 'Power of Attorney' - Attach Board resolution or Power of Attorney.



NOTE: 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.

- D. 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 – Steps to cast vote for Resolutions through InstaVote**

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on “Votes Entry” tab under the Menu section.
- 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”.
- Enter “16-digit Demat Account No.”.
- 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). 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.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### **METHOD 2 - VOTES UPLOAD**

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see “Notification for e-voting”.
- Select “View” icon for “Company’s Name / Event number”.
- E-voting page will appear.
- Download sample vote file from “Download Sample Vote File” tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- 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).

#### **Helpdesk:**

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

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on:-

Tel: 022 – 4918 6000.

#### **Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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:

#### **Postal Ballot Notice**

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 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.

#### **General Instructions – Shareholders:**

- ❖ 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”.

#### **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: <a href="mailto:cs@brginfra.in">cs@brginfra.in</a> CIN: L04520MP2005PLC017479   Website: <a href="http://www.brginfra.com">www.brginfra.com</a>
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: <a href="mailto:rnt.helpdesk@in.mpms.mufg.com">rnt.helpdesk@in.mpms.mufg.com</a>
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: <a href="mailto:csankitjoshi0811@gmail.com">csankitjoshi0811@gmail.com</a>

**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard – 2 on General Meetings and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**In respect of Item No. 1 – Re-appointment of Ms. Khushboo Patodi (DIN: 08984343) as a Non-Executive Independent Woman Director of the Company: Special Resolution**

The Members of the Company at the 15<sup>th</sup> Annual General Meeting held on 30 December 2020 had approved the appointment Ms. Khushboo Patodi (DIN: 08984343) as a Non-Executive Independent Woman Director of the Company for a period of 5 consecutive years from 30 December 2020 to 29 December 2025. Accordingly, her term as a Non-Executive Independent Woman Director will be ending on 29 December 2025.

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 12 November 2025, has recommended the re-appointment of Ms. Khushboo Patodi (DIN: 08984343) as a Non-Executive Independent Woman Director, not liable to retire by rotation, for the second consecutive term of five years, i.e., from 30 December 2025 to 29 December 2030 (both days inclusive), subject to approval of the Members.

**Brief profile of Ms. Khushboo Patodi (DIN: 08984343):**

Ms. Khushboo Patodi is a qualified Company Secretary, in whole-time practice and a Member of the Institute of Company Secretaries of India (ICSI). She also holds a Master's degree in Business Administration (MBA). She has over 5 (five) years of professional experience in the areas of Company Law, SEBI Regulations, and other allied laws. Ms. Khushboo Patodi possesses strong technical and financial acumen and has been actively involved in matters relating to corporate governance, regulatory compliance, and strategic advisory.

Ms. Khushboo Patodi (DIN: 08984343) has given her declaration to the Board, *inter alia*, that she -

- (i) meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 (the **Act**) and other applicable regulations, if any;
- (ii) is not restrained from acting as a Director by virtue of any Order passed by the Ministry of Corporate Affairs (**MCA**), Registrar of Companies (**ROC**), Securities and Exchange Board of India (**SEBI**), Reserve Bank of India (**RBI**), or any other competent authority;
- (iii) is eligible to be reappointed as a Director in terms of Section 164 of the Act;
- (iv) has been proposed for appointment as a Director pursuant to a notice in writing received from a Member under Section 160 of the Act;
- (v) has provided her consent to act as an Independent Director of the Company for the second term;
- (vi) has furnished all requisite disclosures and declarations including the declaration that she is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority; and
- (vii) has confirmed compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Ms. Khushboo Patodi (DIN: 08984343) would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof, where she is a member. In addition, she would be entitled to commission each year as determined by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

In the opinion of the Board, Ms. Khushboo Patodi (DIN: 08984343) is a person of integrity, possesses relevant expertise / experience and fulfils the conditions specified in the Act for re-appointment as a Non-Executive Independent Woman Director and she is independent of the management. The brief resume and specific areas of expertise of Ms. Khushboo Patodi (DIN: 08984343) is provided as Annexure to this Notice.

Except Ms. Khushboo Patodi (DIN: 08984343) and her relatives who may be deemed to be interested in the respective resolution at Item No. 1 of the Notice as it concerns her re-appointment as an Independent Director, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any manner, concerned or interested, financially or otherwise, in the respective resolution set out at Item No. 1 of the Notice.

The Board recommends the passing of the proposed Resolution stated in Item No. 1 of this Notice as a Special Resolution.

12 November 2025  
Indore

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

Ritika Jhala  
Company Secretary and Compliance Officer  
Membership No.: ACS: 73846

**Registered Office:**

3-A, Agrawal Nagar, Indore 452 001, Madhya Pradesh, INDIA  
Phone: (+91-731) 2403831 | E-mail: [enquiry@brginfra.com](mailto:enquiry@brginfra.com)  
CIN – L04520MP2005PLC017479 | Website: [www.brginfra.com](http://www.brginfra.com)

**Annexure A: Brief Resume of Director(s) seeking re-appointment**

**Details of Director seeking re-appointment at the Postal Ballot pursuant to the provisions of (i) Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India and are provided herein below:**

<b>Name of the Director</b>	<b>Khushboo Patodi</b>
<b>Director Identification Number (DIN)</b>	08984343
<b>Designation/ category of the Director</b>	Non-Executive Independent Woman Director
<b>Date of Birth</b>	09 August 1984
<b>Age</b>	41 Years
<b>Nationality</b>	Indian
<b>Date of first appointment by Board</b>	30 December 2020
<b>Qualifications</b>	Company Secretary and Master of Business Administration
<b>Nature of Expertise in specific functional areas</b>	Corporate Law, SEBI Regulations, Legal and Regulatory Compliance, Corporate Governance, Due Diligence, and Strategic Advisory
<b>In the case of Independent Directors, the skills and capabilities for the role and the manner in which the proposed person meets such requirements</b>	Ms. Khushboo Patodi is a qualified Company Secretary in whole-time practice and holds a Master's degree in Business Administration (MBA). She possesses over five years of professional experience in Company Law, SEBI Regulations, and allied legal matters. Her expertise in corporate governance, compliance, and strategic advisory equips her to discharge her responsibilities as an Independent Director effectively.
<b>Directorship held in other entities</b>	NIL
<b>Relationship with other Director/KMPs</b>	Ms. Khushboo Patodi is not related to any of the Directors of the Company.
<b>Details of Board Meetings attended during the year</b>	3 (till date of this postal ballot notice)
<b>Term and Conditions of appointment along with Remuneration</b>	As per the resolution in item no. 1 of this Notice read with the explanatory statement thereto.
<b>Remuneration last drawn</b>	FY 2024-25: Sitting Fees: INR 1.25 Lakh
<b>Membership of Committee of B.R.Goyal Infrastructure Limited</b>	<b>Member:</b> i. Audit Committee ii. Nomination and Remuneration Committee iii. Stakeholder's Relationship Committee
<b>No. of Shares held in the Company</b>	NIL
<b>Remuneration proposed to be paid</b>	Sitting fees and commission as per the provisions of the Companies Act, 2013.
<b>Terms and Conditions of reappointment</b>	Ms. Khushboo Patodi (DIN: 08984343) is re-appointed as a Non-Executive Independent Woman Director for the second term of five years w.e.f. 30 December 2025 to 29 December 2030 (both days inclusive) subject to the approval of shareholders and will be entitled to sitting fees for attending Board Meetings or Committee Meetings, as the case may be.
<b>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>	Ms. Khushboo Patodi (DIN: 08984343) 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.