



# B.R.Goyal Infrastructure Limited

CIN: L04520MP2005PLC017479



04 June 2026

To  
The Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

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

**Subject:** Notice of 01/2026-27 Extra-Ordinary General Meeting, E-Voting Period and Cut-Off Date for the purpose of E-Voting

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

Dear Sir/ Madam,

This is further to our intimation dated 30 May 2026, in respect of the outcome of the meeting of the Board of Directors of B.R.Goyal Infrastructure Limited (“the Company”) held on the same day.

We would like to inform you that the EGM of the shareholders of the Company will be held on **Monday, 29 June 2026 at 03:00 PM IST** through Video Conferencing (VC) or Other Audio Video Means (OAVM).

In terms of the provisions of Regulation 30 of the Listing Regulations, 2015, the Notice is enclosed herewith as **Annexure I** and the same is available 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) at <https://instavote.linkintime.co.in/>.

Further, in accordance with the circulars issued by the MCA and SEBI from time to time, the Notice is dispatched to the shareholders of the Company today i.e. 04 June 2026, by electronic mode to those shareholders whose email addresses are registered with the Company’s Registrar and Share Transfer Agent/Depositories.

The remote e-voting begins on **Friday, 26 June 2026 (09:00 AM IST)** and will end on **Sunday, 28 June 2026 (05:00 PM IST)** both days inclusive.

Further, the Company has fixed **Monday, 22 June 2026** as the cut-off date to determine the shareholders who are eligible to cast their vote electronically during the remote e-voting period as well as e-voting during the EGM.

The agenda items proposed to be taken up at the EGM as recommended by the Board of Directors are as mentioned below:

Sr. No.	Proposed item(s) to be transacted	Resolution to be passed	Manner of approval
1.	Approval to create, offer, issue, and allot up to 11,00,000 (Eleven Lakh) Convertible Warrants (“Warrants”) of face value of Rs. 10/- (Rupees Ten only) each at a price of Rs. 119/- (Rupees One Hundred Nineteen only) each including a premium of Rs. 109/- (Rupees One Hundred Nine only) each aggregating upto Rs. 13,09,00,000/- (Rupees Thirteen Crore Nine Lakh only) to non-promoters on a private and preferential basis with an option to	Special Resolution	Voting through electronic means



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	subscribe and convert each such warrant into one equity share of face value of Rs. 10/- (Rupees Ten only) each at a price of 119/- (Rupees One Hundred Nineteen only) each including a premium of Rs. 109/- (Rupees One Hundred Nine only) each on preferential basis pursuant to provisions of Sections 23(1)(b), 42, 62(1) (c) and other applicable provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI (LODR) Regulations, 2015 and other applicable laws.		
2.	Approval to borrow money in excess of specified limits under Section 180(1)(c) of the Companies Act, 2013.	Special Resolution	Voting through electronic means
3.	Approval for creation of charge on movable and immovable properties of the Company under Section 180(1)(a) of the Companies Act, 2013.	Special Resolution	Voting through electronic means

You are requested to kindly take note of the above and display the same on notice of the exchange.

Thanking you,

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)**NOTICE OF THE 01/2026-27 EXTRA-ORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 01/2026-27 EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF B.R.GOYAL INFRASTRUCTURE LIMITED ("THE COMPANY") WILL BE HELD THROUGH VIDEO CONFERENCING ("VC") AND/OR OTHER AUDIO-VISUAL MEANS ("OAVM") ON MONDAY, THE 29<sup>TH</sup> DAY OF JUNE 2026 AT 03:00 PM IST TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

- 1. APPROVAL TO CREATE, OFFER, ISSUE, AND ALLOT UP TO 11,00,000 (ELEVEN LAKH) CONVERTIBLE WARRANTS ("WARRANTS") OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH AT A PRICE OF RS. 119/- (RUPEES ONE HUNDRED NINETEEN ONLY) EACH INCLUDING A PREMIUM OF RS. 109/- (RUPEES ONE HUNDRED NINE ONLY) EACH AGGREGATING UPTO RS. 13,09,00,000/- (RUPEES THIRTEEN CRORE NINE LAKH ONLY) TO NON-PROMOTERS ON A PRIVATE AND PREFERENTIAL BASIS WITH AN OPTION TO SUBSCRIBE AND CONVERT EACH SUCH WARRANT INTO ONE EQUITY SHARE OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH AT A PRICE OF 119/- (RUPEES ONE HUNDRED NINETEEN ONLY) EACH INCLUDING A PREMIUM OF RS. 109/- (RUPEES ONE HUNDRED NINE ONLY) EACH ON PREFERENTIAL BASIS PURSUANT TO PROVISIONS OF SECTIONS 23(1)(B), 42, 62(1) (C) AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, SEBI (ICDR) REGULATIONS, 2018, SEBI (LODR) REGULATIONS, 2015 AND OTHER APPLICABLE LAWS:**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 23(1)(b), 42, 62 (1)(c) and any other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendments or statutory modification(s) thereto and/or enactment(s) or re-enactment(s) thereof for the time being in force) (the "Act"), the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Listing Agreement with BSE Limited ("BSE"), the Stock Exchange where the existing equity shares of the Company are listed on its SME Platform ("Stock Exchange"), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended, ("ICDR Regulations"); the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended ("SEBI Takeover Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended ("Listing Regulations") (including any amendments or statutory modification(s) thereto and/or enactment(s) or re-enactment(s) thereof for the time being in force) together with any other rules / regulations / guidelines, if any, as may be prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), Foreign Exchange Management Act, 1999 ("FEMA"), and/or any other appropriate or regulatory authority along with the rules and regulations framed thereunder, and also subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bankers as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), as may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on a private and preferential basis, at an appropriate time, in one or more tranches up to 11,00,000 (Eleven Lakh) Convertible Warrants ("the Warrants") of face value of Rs. 10/- (Rupees Ten only) each at a price of Rs. 119/- (Rupees One Hundred Nineteen only) each including a premium of Rs. 109/- (Rupees One Hundred Nine only) per Warrant or such other higher price as may be determined in accordance with the provisions of the applicable Act, Rules, Regulations and Directions, Articles of Association of the Company together with the applicable provisions of Chapter V of ICDR Regulations, to the Proposed Allottees as mentioned herein below on a cash subscription basis, with a right exercisable by the Warrant holders to subscribe for 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up against each Warrant at a price of Rs. 119/- (Rupees One Hundred Nineteen only) each including a premium of Rs. 109/- (Rupees One Hundred Nine only) per Equity Share or such other higher price as may be determined in accordance with the provisions of the applicable Act, Rules, Regulations and Directions and Articles of Association of the Company, aggregating up to Rs. 13,09,00,000/-

(Rupees Thirteen Crore Nine Lakh only) by way of conversion of the Warrants, at an appropriate time, in one or more tranches, within a period of 18 (Eighteen) months from the allotment of Warrants, in such manner as may be permissible in accordance with provisions of the SEBI Regulations and Act on such terms and conditions as the Board may, in its absolute discretion think fit and appropriate without requiring any further approval and consent from the members in accordance with the ICDR Regulations and other applicable laws.

S. No.	Name of the Proposed Allottee(s)	Category	Maximum Number of Convertible Warrants to be Issued (Up to)
1.	Henal Mayank Mamanian	Non-Promoter	1,00,000
2.	Mavira AMC LLP	Non-Promoter	1,00,000
3.	Hemangi Sushil Bheda	Non-Promoter	1,00,000
4.	Sonal R Karani	Non-Promoter	2,00,000
5.	Shailesh Lahoti	Non-Promoter	1,00,000
6.	Manju Devi Lahoti	Non-Promoter	1,00,000
7.	Hirji Bharmal Shah HUF	Non-Promoter	1,00,000
8.	Vijesh Chandrakant Shah	Non-Promoter	1,00,000
9.	Jayantkumar Nandlal Shah	Non-Promoter	2,00,000
<b>Total</b>			<b>11,00,000</b>

**RESOLVED FURTHER THAT** the offer, issue and allotment of the Warrants and its conversion into the Equity Shares of the Company shall be made at such time(s) or manner as the Board may in its absolute discretion think fit and appropriate.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares of the Company resulting from the exercise of the entitlement or conversion of the said Warrants shall be on the following terms and conditions or such other terms and conditions as may be framed, decided, modified, altered, varied by the Board may think fit and appropriate in its absolute discretion:

- (a) In terms of the provisions of Chapter V of the ICDR Regulations, the Relevant Date for the purpose of calculation of the floor price for the Preferential Allotment of the Warrants be and is hereby fixed as Friday, 29 May 2026, being the date 30 (thirty) days prior to the date of this 01/2026-27 Extra Ordinary General Meeting i.e., Monday, 29 June 2026.
- (b) The Warrants shall be allotted in a manner that is in compliance with the minimum public shareholding and other applicable norms as prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.
- (c) The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations, and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of the allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the Warrant holders.
- (d) The Warrants shall be issued and allotted by the Company only in dematerialized form to the proposed Allottees within a period of fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the Warrants are pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals, if any.
- (e) The Equity Shares pursuant to conversion of Warrants shall be issued and allotted by the Company only in dematerialized form to the proposed Allottees within a period of fifteen (15) days from the date on which the Allottee had exercised its rights to convert the Warrants which will be within the tenure of Eighteen (18) months from date of allotment of Warrants and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.
- (f) The Warrants to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of bonus issue or capitalization of its profits or reserves, upon demerger / realignment, rights issue or undertakes split/ consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under the ICDR Regulations and all other applicable regulations from time to time.

- (g) The Warrants and the Equity Shares pursuant to conversion of Warrants shall be issued and allotted by the Company only in dematerialized form.
- (h) The Warrants subscription price shall be equivalent to 25% of the issue price which will be payable at the time of its subscription and would be adjusted/appropriated by the Company against the issue price of Equity Shares. The Warrants exercise price shall be equivalent to 75% of the issue price which will be payable at the time of exercising the entitlement attached to Warrant(s) to subscribe to Equity Share(s). The amounts paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- (i) The Warrant holder shall be entitled to exercise the option of its conversion either all or in part of the Warrants in one or more tranches by way of written notice to the Company, specifying the number of the Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of its conversion. The Board shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the respective demat account of the Warrant holders and enter the name of allottee in the records of the Company as the registered owner of such Equity Shares.
- (j) In the event the holder of the Warrants does not exercise the option to convert the same into the Equity Shares of the Company within 18 (Eighteen) months from the date of its allotment, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.
- (k) The Warrants do not give any right / entitlements to the convertible warrant holder as a shareholder of the Company.
- (l) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants proposed to be issued and allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted there under.
- (m) The consideration price of the Warrants, if paid in cash, shall be received from Allottee's bank account only and not from any other person.
- (n) The monies received by the Company from the Allottee for application of the Warrants and the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account.
- (o) The Warrants and the Equity Shares allotted pursuant to the exercise of such Warrants shall be subject to lock-in for such period as may be specified under applicable provisions of the ICDR Regulations or the Act.
- (p) The entire pre-preferential allotment shareholding of the proposed Allottees, if any, in the Company shall also be subject to lock-in for such period as may be specified under applicable provisions of the ICDR Regulations or the Act.
- (q) The Equity Shares arising from the conversion of the Warrants proposed to be allotted to the Allottees under this resolution shall be listed on the SME Platform of BSE Limited ("BSE") where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority. Further, the Board be and is hereby authorized to make the necessary applications and to take all such steps as may be deemed necessary and appropriate for the listing of the Equity Shares proposed to be allotted to the Allottee, for the admission of such Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of such Equity Shares allotted to the Allottee demat account.
- (r) If the Allottees fail to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment, the Company shall allot the shares to the Allottees to the extent of their applications received.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws and pursuant to the provisions of the Act, the consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, issuance of a private placement and preferential basis offer letter in the Form PAS 4 and application form in respect of the Warrants to be subscribed by the Allottees, in such form and manner as prescribed under the applicable provisions of the Act and the Rules and Regulations thereunder;

**RESOLVED FURTHER THAT** the Common Seal of the Company, if any, to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in accordance with the provisions of Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including to appoint external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said Preferential Allotment and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents, and agreements as may be required.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept the terms, conditions, modifications, and stipulations such as the GOI, RBI, SEBI or Stock Exchange or any other regulatory authority may stipulate while granting approval to the Company for issue of the Warrants and/or Equity Shares as aforesaid.

**RESOLVED FURTHER THAT** necessary corporate actions be taken or authorized to be taken in respect of such Warrants and/or Equity Shares being allotted with National Securities Depositories Ltd. (NSDL) and / or Central Securities Depositories Ltd. (CDSL) under the signature of any of the Directors and / or Company Secretary and / or Chief Financial Officer, as may be necessary or required, for and on behalf of the Company in accordance with such other guidelines, rules and regulations as may be applicable with regard to such corporate actions.

**RESOLVED FURTHER THAT** the Board is hereby authorized to take necessary steps for listing of the Equity Shares allotted upon conversion of the Warrants being allotted under this resolution on the Stock Exchange, where the Company's shares are listed in accordance with such other guidelines, rules and regulations as may be applicable with regards to such listing.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to give effect to the above resolutions and to do all such acts, deeds and things necessary or incidental that it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, finalizing the terms of agreement(s) and other related document(s), if any, in this regard to the offer, issue and allot convertible warrants, the number of equity shares to be allotted upon conversion of the convertible warrants, to resolve and settle any questions, difficulties or doubts that may arise in regard, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be required to give effect to the aforesaid resolution including delegating all or any of its power to the sub-committee or any committee of the Board or to any one or more Director(s)/Company Secretary/ Chief Financial Officer/any Officer(s) of the Company and also the transactions contemplated thereby (including without limitation, issue and allotment of the Warrants and the issue and allotment of the Equity Shares upon the subsequent conversion of such Convertible Warrants including without limitation, to issue any clarifications and resolve any doubts or questions that may arise, execute all such agreements, documents, deeds, writings and instruments as the Board may in its absolute discretion deem necessary or desirable to give effect to the aforesaid resolution and to bind the Company and the Shareholders in relation to the same, effect any modification to the foregoing (including any modification to the terms of the issue) and to sign and file applications with the appropriate authorities for obtaining requisite approvals and liaise with such authorities to obtain the requisite approvals for undertaking such transactions.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate the power to its Sub Committee or any one or more Director(s)/Company Secretary/ Chief Financial Officer/any Officer(s) of the Company to do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the above and for matters connected therewith or incidental thereto including but not limited to engage / appoint depositories, registrars, bankers, and such other consultants and advisors to the issue and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law and to delegate all or any of its powers herein conferred to any Director(s) and/ or Company Secretary and/or Chief Financial Officer and/ or any Officer(s) and / or any person associated with the Company.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects."

**2. 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 Rs. 700.00 Crore (Rupees Seven 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.

**RESOLVED FURTHER 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."

**3. 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 immovable and movable 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 Rs. 700.00 Crore (Rupees Seven Hundred Crore only).

**RESOLVED FURTHER 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."

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

**30 May 2026  
Indore**

**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](mailto:enquiry@brginfra.com)  
CIN – L04520MP2005PLC017479 | Website: [www.brginfra.com](http://www.brginfra.com)

**NOTES:**

1. The Government of India, Ministry of Corporate Affairs has allowed conducting the General Meeting ("Meeting") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and dispensed the physical presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued various circulars prescribing the procedures and manner of conducting the Extra Ordinary General Meeting through VC/ OAVM. In terms of the said circulars, the Extra Ordinary General Meeting (EOGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the EOGM through VC/OAVM only.

The detailed procedure for participation in the meeting through VC/OAVM forms part of the Notes and is available at the Company's website [www.brginfra.com](http://www.brginfra.com). The deemed venue for the EOGM shall be the Registered Office of the Company.

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

11. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. In terms of provisions of section 107 of the Act, as the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the EGM.
13. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM.
14. Pursuant to section 101 of the Act and the rules made thereunder, the Company is allowed to send communication to the Members electronically. We, thus, request you to kindly register/update your Email ID with your respective Depository Participant and the Company's RTA (in case of physical shares) and make this initiative a success.
15. Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in demat mode and with the RTA for physical shares.
16. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to MUFG / the Company.
17. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company electronically. However, the Members are entitled to receive such communication in physical form, upon making a request for the same, by permitted mode free of cost.
18. Since the EGM will be held through VC/OAVM, the route map, proxy form, and attendance slip are not attached to this Notice.
19. Non-resident Indian members are requested to inform RTA/respective DPs, immediately of (a) Change in their Residential Status on return to India for the purpose of permanent settlement, along with PAN details, (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank along with PIN Code number, if not provided earlier.
20. The remote e-Voting will commence on Friday, 26 June 2026 (09:00 AM IST) and will end on Sunday, 28 June 2026 (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, 22 June 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 22 June 2026. During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The e-Voting will be blocked by MUFG immediately thereafter and will not be allowed beyond the said date and time.
21. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Monday, 22 June 2026, may obtain the login ID and password by sending a request at the helpdesk [enotices@in.mpms.mufig.com](mailto:enotices@in.mpms.mufig.com).
22. Once the votes on the Resolution are casted by the Member, the Member shall not be allowed to change these subsequently.
23. The resolutions shall be deemed to be passed on the date of Extra Ordinary General Meeting of the Company, subject to receipt of sufficient votes.
24. You can also update your mobile number and Email id in the user profile details of the folio which may be used for sending communication(s) regarding MUFG e-voting in future. The same may be used in case the Member forgets the password and the same needs to be reset.
25. A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.

26. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date i.e. Monday, 22 June 2026 only shall be entitled to avail the facility of remote e-voting or for participation at the EGM and e-voting thereat.
27. **Instructions for Voting through electronic mode:**
- 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.
  - The voting period begins on Friday, 26 June 2026 (09:00 AM IST) and will end on Sunday, 28 June 2026 (05:00 PM IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 22 June 2026 may cast their vote electronically. The e-voting module shall be disabled by MUFG for voting thereafter.
  - 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.
  - The Scrutinizer will submit his report to the Chairman of the Company or such person as authorized, upon completion of scrutiny of the votes received through the e-voting platform, not later than 2 working days from the date of EGM. The Chairman or any person so authorized by him shall announce the results of the EGM within 2 working days from the date of the EGM in accordance with the regulatory provisions.
  - 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.
  - 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.
  - Shareholders are advised to update their mobile number and email ID in their demat accounts to access e- Voting facility.

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#### REMOTE EVOTING INSTRUCTIONS:

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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 remote e-Voting facility.*

#### Login method for Individual shareholders holding securities in demat mode:

##### Individual Shareholders holding securities in demat mode with NSDL

##### METHOD 1 - 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.

- 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 - NSDL IDeAS facility**

##### Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nSDL.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- c) 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.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

##### Shareholders not registered for IDeAS facility:

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

 App Store

 Google Play



#### **METHOD 3 - NSDL e-voting website**

- a) Visit URL: <https://www.evoting.nSDL.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **Individual Shareholders holding securities in demat mode with CDSL**

#### **METHOD 1 - CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) 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.

#### **METHOD 2 - CDSL Easi/ Easiest facility:**

##### Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](http://www.cdslindia.com), click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) 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:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

**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.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) 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 on InstaVote**

**Shareholders registered for INSTAVOTE facility:**

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
  - A. User ID: Enter User ID
  - B. Password: Enter existing Password
  - C. Enter Image Verification (CAPTCHA) Code
  - D. 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 <u>Event No + Folio no.</u> registered with the Company

**Shareholders not registered for INSTAVOTE facility:**

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
  - A. User ID: Enter User ID
  - 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 ‘point 4’ above.
    - Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
    - Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
  - E. 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).

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 <u>Event No + Folio no.</u> registered with the Company

- F. Enter Image Verification (CAPTCHA) Code.
  - G. Click "Submit" (You have now registered on InstaVote).
- 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.

**Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [csankitjoshi0811@gmail.com](mailto:csankitjoshi0811@gmail.com) with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at [cs@brginfra.in](mailto:cs@brginfra.in).

### **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' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account 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).

**NOTE: Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [csankitjoshi0811@gmail.com](mailto:csankitjoshi0811@gmail.com) with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at [cs@brginfra.in](mailto:cs@brginfra.in).

#### HELPDESK:

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

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

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

Individual 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.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

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

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
- Further Click on “**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 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”.

#### INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

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

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

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “**Login**”.
- b) Select the “Company Name” and register with your following details:
- c) Select Check Box - **Demat Account No.** / **Folio No.** / **PAN**
  - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - **Demat Account No.** and enter the **16-digit demat account number.**
  - Shareholders holding shares in physical form shall select check box – **Folio No.** and enter the **Folio Number registered with the company.**

- Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
  - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
  - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
- d) 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 at [cs@brginfra.in](mailto:cs@brginfra.in).
- 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 link “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](mailto: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: <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>

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

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

30 May 2026  
Indore

**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)

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

#### **In respect of Item No. 1:**

The Special Resolution set out in Item No. 1 of the Notice of the EGM, is proposed pursuant to the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (“the Act”), and other applicable provisions, if any, to approve the creation, offer, issue and allotment, in one or more tranches, of up to 11,00,000 (Eleven Lakh) Fully Convertible Warrants (“Warrants”), each convertible into one fully paid-up Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten only) each (“Equity Shares”), to certain Non-Promoter investors on a preferential basis.

The Warrants are proposed to be issued at a price of Rs. 119/- (Rupees One Hundred Nineteen only) per Warrant, including a premium of Rs. 109/- (Rupees One Hundred Nine only) per Warrant, which is higher than the minimum price determined in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), for an aggregate consideration not exceeding Rs. 13,09,00,000/- (Rupees Thirteen Crore Nine Lakh only), payable in cash.

Each Warrant shall entitle the holder with an option to subscribe and convert into one Equity Share of face value Rs. 10/- (Rupees Ten only) each at an exercise price of Rs. 119/- (Rupees One Hundred Nineteen only) per Warrant, including a premium of Rs. 109/- (Rupees One Hundred Nine only) per Equity Share, upon conversion. The Warrants may be converted, in one or more tranches, at any time within a period of 18 (Eighteen) months from the date of allotment of the Warrants, in accordance with the applicable provisions of the SEBI ICDR Regulations and other applicable laws.

The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations and applicable provisions of the Act. The said proposal has been considered and approved by the Board at its meeting held on Saturday, 30 May 2026 to seek approval of the members of the Company.

S. No.	Name of the Proposed Allottee(s)	Category	Maximum Number of Convertible Warrants to be Issued (Up to)
1.	Henal Mayank Mamania	Non-Promoter	1,00,000
2.	Mavira AMC LLP	Non-Promoter	1,00,000
3.	Hemangi Sushil Bheda	Non-Promoter	1,00,000
4.	Sonal R Karani	Non-Promoter	2,00,000
5.	Shailesh Lahoti	Non-Promoter	1,00,000
6.	Manju Devi Lahoti	Non-Promoter	1,00,000
7.	Hirji Bharmal Shah HUF	Non-Promoter	1,00,000
8.	Vijesh Chandrakant Shah	Non-Promoter	1,00,000
9.	Jayantkumar Nandlal Shah	Non-Promoter	2,00,000
<b>Total</b>			<b>11,00,000</b>

Pursuant to the provisions of Section 23(1)(b), 42 and 62 (1)(c) of the Companies Act, 2013 (the “Act”) and Regulation 160 of ICDR Regulations, 2018, any preferential allotment of Securities needs to be approved by the shareholders by way of a Special Resolution.

The consent of the Shareholders is being sought by way of a special resolution to enable the Board to issue and allot Warrants convertible into the Equity Shares of the Company, as may be permitted under applicable laws to the proposed Allottees as mentioned in the resolution and the Explanatory Statement in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, ICDR Regulations, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

The proposed Allottees of Warrants convertible into the Equity Shares of the Company have not sold or transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date i.e. Friday, 29 May 2026.

The following details of the proposed preferential issue of Warrants convertible into the Equity Shares of the Company are disclosed in accordance with the provisions of Companies (Share Capital and Debenture) Rules 2014 and Chapter V –

“Preferential Issue” of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), as amended from time to time:

**(a) Particulars of the offer including the date of passing of the Board resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:**

The Board of Directors of the Company at their meeting held on Saturday, 30 May 2026 had approved and decided to seek approval of the members of the Company by way of a Special Resolution to create, offer, issue and allot, at an appropriate time, in one or more tranches, up to 11,00,000 (Eleven Lakh) Convertible Warrants (“the Warrants”) of face value of Rs. 10/- (Rupees Ten only) each at a price of 119/- (Rupees One Hundred Nineteen only) per Warrant, including a premium of Rs. 109/- (Rupees One Hundred Nine only) each aggregating up to Rs. 13,09,00,000/- (Rupees Thirteen Crore Nine Lakh Only) to the Allottees belonging to Non-Promoters category on a private and preferential basis with an option to subscribe and convert each such Warrant into one Equity Share of face value of Rs. 10/- (Rupees Ten Only) each at a price of 119/- (Rupees One Hundred Nineteen only) per Warrant, including a premium of Rs. 109/- (Rupees One Hundred Nine only) by way of conversion of the Warrants, at an appropriate time, in one or more tranches, within a period of 18 (Eighteen) months from the allotment of Warrants by way of preferential issue.

The preferential issue of Warrants convertible into the Equity Shares of the Company is proposed to be made to Non-Promoter Allottees as detailed in resolution number 1. The Company has already obtained PAN of the proposed Allottees.

In terms of Regulation 169(2) of the ICDR Regulations, an amount equivalent to 25% of the issue price which will be payable at the time of the Warrants subscription and would be adjusted/appropriated by the Company against the issue price of the Equity Shares. The Warrants exercise price shall be equivalent to 75% of the issue price which will be payable at the time of exercising the entitlement attached to Warrant(s) to subscribe to Equity Share(s). The amounts paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

**(b) The objects of the preferential issue:**

Our Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) of Warrants Convertible into the Equity Shares of the Company **to meet the Working Capital requirements** (referred to herein as the “Objects”).

Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds:

We propose to deploy the Issue Proceeds towards the Objects in accordance with the proposed schedule of implementation and deployment of funds as set forth below:

Sr. No.	Objectives of the proposed issue	Total estimated amount to be utilized for each of the Objects (Rs. in Actuals)	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1.	To meet the Working Capital requirements.	13,09,00,000	30 June 2028

*\*Considering 100% conversion of Warrants into Equity Shares within the stipulated time.*

*The Company proposes to utilize the entire proceeds from the Preferential Issue towards the specific objects set out above. No portion of the Issue Proceeds is proposed to be utilized towards General Corporate Purpose.*

Given that the Preferential Issue is for Convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by the Management, the entire Issue Proceeds would be utilized for the Objects as mentioned in above table on or before the tentative timeline of 30 June 2028 as mentioned in above table.

In terms of the BSE Circular No. 20221213-47 dated 13 December 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and which may result in modifications to the

proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

#### **Interim Use of Issue Proceeds**

Pending utilization of part of entire Issue Proceeds, the Company may *inter alia* subject to approval from the Board of Directors and also in accordance with the applicable regulations and laws, during such interim period, permitted to utilize such Issue Proceeds in total or parts for making investments in bank fixed deposit receipts, deposits in scheduled commercial banks, securities issued by government of India/ State Governments/ Quasi bodies or any other investments as permitted under applicable laws on a short term basis or deployments as may be deemed fit in the interest of the Company during such interim period.

#### **(c) Relevant Date for issuance of Equity Shares:**

The “Relevant Date” in terms of the ICDR Regulations 2018 for determination of minimum floor price is Friday, 29 May 2026 which is the date 30 days prior to the date of passing of special resolution by the Shareholders at the ensuing 01/2026-27 Extra Ordinary General Meeting i.e. Monday, 29 June 2026 for approving the preferential issue on private placement basis.

Pursuant to provisions of the ICDR Regulations 2018, issue price of each Warrant convertible into the Equity Shares of the Company is fixed at Rs. 119/- (Rupees One Hundred Nineteen only) per Warrant, which price is not less than the minimum price at which the Equity Shares are permitted to be issued as per ICDR Regulations.

#### **(d) Basis on which the price has been arrived at and justification for the price (including premium), if any:**

The Equity Shares of Company are listed on SME Platform of BSE Limited (“BSE”), recognised stock exchange for a period of more than 90 trading days as on the relevant date i.e. Friday, 29 May 2026, and are frequently traded on the Stock Exchange in accordance with ICDR Regulations.

The Price of the Warrants convertible into the Equity Shares of the Company to be allotted to Proposed Allottees shall not be less than the price determined in accordance with the ICDR Regulations.

In terms of the applicable provisions of ICDR Regulations, the price at which Warrants convertible into the Equity Shares of the Company shall be allotted shall not be less than higher of the following:

- The 90 trading days volume weighed average price of the related Equity Shares quoted on the recognised stock exchange preceding the relevant date, Friday, 29 May 2026; i.e. Rs. 106.63 (Rupees One Hundred Six and Sixty-Three Paise only) per Equity Share;
- The 10-trading days volume weighed average prices of the related Equity Shares quoted on a recognised stock exchange preceding the relevant date, Friday, 29 May 2026; i.e. Rs. 118.61 (Rupees One Hundred Eighteen and Sixty-One only) per Equity Share.

Accordingly, the floor price in terms of Regulation 164 of the ICDR Regulation, is Rs. 118.61 (Rupees One Hundred Eighteen and Sixty-One only) per Equity Share, being higher of the above two prices.

Also, the Articles of Association of the Company doesn’t contain any article which provides for determination of price in case of preferential issue.

The issue price is Rs. 119 (Rupees One Hundred Nineteen only) per Convertible Warrant and the said issue price is higher than the minimum floor price of Equity Shares arrived at, in accordance with the provisions of Chapter V of the ICDR Regulations.

#### **(e) Amount which the Company intends to raise by way of such securities:**

The Company intends to raise up to a maximum of up to Rs. 13,09,00,000/- (Rupees Thirteen Crore Nine Lakh Only) by issue of up to 11,00,000 (Eleven Lakh) Convertible Warrants (“Warrants”) of face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 119/- (Rupees One Hundred Nineteen only) each including a premium of Rs. 109/-

(Rupees One Hundred Nine only) each to the Non-Promoters on a private and preferential basis with an option to subscribe and convert each such Warrant into one Equity Share of face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 119/- (Rupees One Hundred Nineteen only) each including a premium of Rs. 109/- (Rupees One Hundred Nine only) on preferential basis in accordance with the provisions of the applicable Act, Rules, Regulations and Directions and Articles of Association of the Company, at an appropriate time, in one or more tranches, within a period of 18 (Eighteen) months from the allotment of Warrants.

**(f) Intent of the Promoters, Directors and Key Managerial Personnel or Senior Management of the Company to subscribe to the proposed preferential offer:**

The Promoters, Directors or Key Management Personnel or Senior Management of the Company do not intend to subscribe to the offer.

**(g) Proposed time frame within which the Preferential Allotment shall be completed:**

As required under the ICDR Regulations, the Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that in case the allotment of the proposed Warrants is pending on account receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

The Equity Shares shall be issued and allotted by the Company in dematerialized form to the proposed Allottee(s) within a period of fifteen (15) days from the date on which the Allottee(s) had exercised his/their rights to convert the Warrants which will be within the tenure of Eighteen (18) months from date of allotment of Warrants.

**(h) Identity of Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control:**

All the Proposed Allottees except Mavira AMC LLP and Hirji Bharmal Shah HUF, are individuals and requirement of Ultimate Beneficial Owners are not applicable to those Individual Allottees. All the proposed Individual Allottees are the self-beneficial owners/persons controlling being the natural persons.

The details of Ultimate Beneficial Owners of Mavira AMC LLP and Hirji Bharmal Shah HUF are mentioned herein below:

Sr. No.	Identity of the Allottees	Category	The natural persons who are the ultimate beneficial owners/ ultimately controlling the proposed allottees															
1.	Mavira AMC LLP	Non-Promoter	<p>As on date of this Notice, the capital structure of the LLP is as follows:</p> <table border="1"> <thead> <tr> <th>S. No.</th> <th>Name of the Partner</th> <th>Percent of Share in Capital Contribution</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mayank Rajesh Mamanian</td> <td>33.34</td> </tr> <tr> <td>2.</td> <td>Mukesh Hirji Shah</td> <td>33.33</td> </tr> <tr> <td>3.</td> <td>Vijesh Chandrakant Shah</td> <td>33.33</td> </tr> <tr> <td colspan="2"><b>Total</b></td> <td><b>100.00%</b></td> </tr> </tbody> </table>	S. No.	Name of the Partner	Percent of Share in Capital Contribution	1.	Mayank Rajesh Mamanian	33.34	2.	Mukesh Hirji Shah	33.33	3.	Vijesh Chandrakant Shah	33.33	<b>Total</b>		<b>100.00%</b>
S. No.	Name of the Partner	Percent of Share in Capital Contribution																
1.	Mayank Rajesh Mamanian	33.34																
2.	Mukesh Hirji Shah	33.33																
3.	Vijesh Chandrakant Shah	33.33																
<b>Total</b>		<b>100.00%</b>																
2.	Hirji Bharmal Shah HUF	Non-Promoter	Hirji Bharmal Shah - Karta															

**(i) The Shareholding Pattern of the Company before and after the preferential issue:**

The Shareholding Pattern of the Company before and after the allotment of Warrants i.e. after conversion of Warrants into Equity Shares within 18 months from the date of allotment of Convertible Warrants.

Sr. No.	Category	Pre - Issue Shareholding as on 29 May 2026	Equity Shares to be allotted on	Post - Issue Shareholding
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		No. of Equity Shares	% of Holding	Conversion of Convertible Warrants	No. of Equity Shares	% of Holding
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)
<b>I Promoters Holdings</b>						
<b>a. Indian</b>						
(i)	Individual / Hindu Undivided Family	1,57,84,704	66.25	--	1,57,84,704	63.33
(ii)	Bodies Corporate	17,50,000	7.35	--	17,50,000	7.02
	<b>Sub – Total</b>	<b>1,75,34,704</b>	<b>73.60</b>	<b>--</b>	<b>1,75,34,704</b>	<b>70.35</b>
<b>b. Foreign Promoters</b>						
	<b>Sub – Total (A)</b>	<b>1,75,34,704</b>	<b>73.60</b>	<b>--</b>	<b>1,75,34,704</b>	<b>70.35</b>
<b>II Non-Promoters holding</b>						
1	Institutional Investors	19,56,000	8.21	--	19,56,000	8.21
2	Non-Institutional Investor	2,25,000	0.94	--	2,25,000	0.94
(i)	Individuals	32,82,580	13.78	9,00,000	41,82,580	16.78
(ii)	Body Corporates	4,72,594	1.98	1,00,000	5,72,594	2.30
(iii)	Any Other					
	Non-Resident Individuals	40,000	0.17	--	40,000	0.16
	Hindu Undivided Family	3,13,826	1.32	1,00,000	4,13,826	1.66
	<b>Sub Total (B)</b>	<b>62,90,000</b>	<b>26.40</b>	<b>--</b>	<b>73,90,000</b>	<b>29.65</b>
	<b>GRAND TOTAL</b>	<b>2,38,24,704</b>	<b>100.00</b>	<b>11,00,000</b>	<b>2,49,24,704</b>	<b>100.00</b>

**Notes:**

- The above shareholding pattern has been calculated based on the full conversion of all Warrants be issued to the proposed Allottees.
- The pre and post issue shareholding has been calculated, based on the shareholding of the Company as on Friday, 29 May 2026.
- The post issue shareholding details mentioned hereinabove are calculated only on the basis of allotment and conversion of Warrants to be issued on preferential basis to the above-mentioned allottee. However, if any warrants are not issued or allotted and/or the warrants are not exercised, the figures will change accordingly.
- The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management / control of the Company as a result of the proposed allotment and conversion of the warrants into Equity shares.

**(j) Basis on which price has been arrived at along with report of the registered valuer:**

The price of each Warrant is fixed at Rs. 119/- (Rupees One Hundred Nineteen only) per Warrant as determined in terms of ICDR Regulations on the basis of the Relevant Date i.e. Friday, 29 May 2026.

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the ICDR Regulations, 2018 as amended till date.

The Company has taken Valuation Report dated 29 May 2026, from CS Hemang Harshadbhai Shah, an IBBI Registered Valuer - Securities & Financial Assets having Registration number - IBBI/RV/03/2020/12854 and office situated at Co - Venture Hub, 314 - 316, 3<sup>rd</sup> Floor, Kalp Business Hub, Above SBI Bank, Bahucharaji Road, Kareli Baugh, Vadodara – 390018, and the copy of the same has been hosted on the website of the Company at <https://brginfra.com/page/investor> will also be made available for inspection before the shareholders of the Company at the 01/2026-27 Extra Ordinary General Meeting to be held on Monday, 29 June 2026 and also open for inspection by the members at the registered office of the Company between 11:00 AM IST to 5:00 PM IST between Monday to Friday of every week up to the date of Extra Ordinary General Meeting.

Further, the Company undertakes to re-compute the price of the Warrants, if at all required, in terms of the provisions of these regulations where it is required to do so. If the amount payable on account of the re-computation, if required, of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

**(k) The class or classes of persons to whom the allotment is proposed to be made:**

The preferential issue of Warrants is proposed to be made to the Non-Promoter Allottees as detailed herein below. The Company had already obtained PAN of the proposed Allottee.

S. No.	Name of the Proposed Allottee(s)	Category	Maximum Number of Convertible Warrants to be Issued (Up to)
1.	Henal Mayank Mamania	Non-Promoter	1,00,000
2.	Mavira AMC LLP	Non-Promoter	1,00,000
3.	Hemangi Sushil Bheda	Non-Promoter	1,00,000
4.	Sonal R Karani	Non-Promoter	2,00,000
5.	Shailesh Lahoti	Non-Promoter	1,00,000
6.	Manju Devi Lahoti	Non-Promoter	1,00,000
7.	Hirji Bharmal Shah HUF	Non-Promoter	1,00,000
8.	Vijesh Chandrakant Shah	Non-Promoter	1,00,000
9.	Jayantkumar Nandlal Shah	Non-Promoter	2,00,000
<b>Total</b>			<b>11,00,000</b>

**(l) The percentage (%) of Post Preferential Issue Capital that may be held by Allottees and Change in Control, if any, consequent to the Preferential Issue:**

Sr. No.	Identity of the Allottees	Category	% of Pre-Preferential Issue Capital		% of Post-Preferential Issue Capital	
			No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding
1.	Henal Mayank Mamania	Non-Promoter	NIL	NIL	1,00,000	0.40
2.	Mavira AMC LLP	Non-Promoter	NIL	NIL	1,00,000	0.40
3.	Hemangi Sushil Bheda	Non-Promoter	NIL	NIL	1,00,000	0.40
4.	Sonal R Karani	Non-Promoter	11,000	0.05	2,11,000	0.85
5.	Shailesh Lahoti	Non-Promoter	NIL	NIL	1,00,000	0.40
6.	Manju Devi Lahoti	Non-Promoter	NIL	NIL	1,00,000	0.40
7.	Hirji Bharmal Shah HUF	Non-Promoter	NIL	NIL	1,00,000	0.40
8.	Vijesh Chandrakant Shah	Non-Promoter	NIL	NIL	1,00,000	0.40
9.	Jayantkumar Nandlal Shah	Non-Promoter	NIL	NIL	2,00,000	0.80

*There will not be any change in the management / control of the Company as a result of the proposed allotment and conversion of the warrants into Equity shares.*

*The above post Allotment working has been carried out based on full conversion of Warrants.*

**(m) The current and proposed status of the Allottee(s) post the preferential issues namely, non-promoter:**

Sr. No.	Identity of the Allottees	Current Status (Promoter/Non-Promoter)	Proposed Status (Promoter/Non-Promoter)
1.	Henal Mayank Mamanian	Non-Promoter	Non-Promoter
2.	Mavira AMC LLP	Non-Promoter	Non-Promoter
3.	Hemangi Sushil Bheda	Non-Promoter	Non-Promoter
4.	Sonal R Karani	Non-Promoter	Non-Promoter
5.	Shailesh Lahoti	Non-Promoter	Non-Promoter
6.	Manju Devi Lahoti	Non-Promoter	Non-Promoter
7.	Hirji Bharmal Shah HUF	Non-Promoter	Non-Promoter
8.	Vijesh Chandrakant Shah	Non-Promoter	Non-Promoter
9.	Jayantkumar Nandlal Shah	Non-Promoter	Non-Promoter

*There will be no change in Status of the Proposed Allottees prior to the Preferential issue and Post to the Preferential Issue.*

**(n) Change in control, if any in the issuer consequent to the preferential issue:**

There will be no change in control of the Company upon the allotment of Warrants and Conversion of Warrants into the Equity Shares of the Company. However, voting rights exercised by the existing shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the allotment of Warrants and Conversion of Warrants into the Equity Shares of the Company.

**(o) The Company hereby undertakes that:**

Since the Company's Equity Shares are listed and traded for a period of more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the ICDR Regulations.

Further, since the Company is not required to recompute the price in terms of ICDR Regulations and hence accordingly the below mentioned requirement is not applicable to the Company:

*If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.*

**(p) Lock-in period:**

The Warrants, the Equity Shares to be allotted pursuant to conversion of Warrants and entire pre-preferential shareholding of the Allottees, if any, will be subject to applicable lock-in and transfer restrictions stipulated under the ICDR Regulations.

**(q) Principal terms of assets charged as securities:**

Not Applicable.

**(r) Material terms of raising such securities:**

All material terms have been set out above.

**(s) Listing:**

The Company will make an application to the Stock Exchange i.e. BSE Limited at which the existing equity shares are listed, for listing of the Equity Shares to be issued and allotted on a preferential basis. Such Equity Shares will rank pari-passu with the existing Equity Shares.

**(t) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

**(u) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the Financial Year ended 31 March 2026 as well as during the period from 01 April 2026 till date of this Notice, the Company has not made any issue or allotment of securities on preferential basis.

**(v) Practicing Company Secretary Certificate:**

The Company has obtained a certificate dated 30 May 2026 from CS Ankit Joshi, Practicing Company Secretary, Indore (Membership No: F13203 & CP No: 18660) certifying that the present proposed preferential allotment is being made in accordance with the requirements contained in ICDR Regulations, 2018 as amended from time to time and the copy of the same has been hosted on the website of the Company which can be accessed at <https://brginfra.com/page/investor> and will be placed and made available for inspection before the shareholders of the Company at 01/2026-27 Extra Ordinary General Meeting and also open for inspection by the members at the registered office of the Company between 11:00 AM IST to 5:00 PM IST between Monday to Friday of every week up to the date of Extra Ordinary General Meeting.

**(w) Monitoring of Utilization of Funds:**

As the issue size is less than Rs. 100 Crore (Rupees One Hundred Crore Only), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the ICDR Regulations.

**(x) Pending preferential issue:**

Presently there has been no preferential issue pending or in process except as proposed in this Notice.

**(y) Payment of Consideration:**

In terms of Regulation 169(2) of the ICDR Regulations, an amount equivalent to 25% of the issue price which will be payable at the time of Warrants subscription and would be adjusted/appropriated by the Company against the issue price of the Equity Shares. The Warrants exercise price shall be equivalent to 75% of the issue price which will be payable at the time of exercising the entitlement attached to Warrant(s) to subscribe to Equity Share(s). The amounts paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

The consideration for the Warrants shall be payable in cash and has to be paid by the Proposed Allottee from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

**(z) Other Disclosures / Undertakings:**

- ✓ It is hereby confirmed that neither the Company nor its Directors or Promoters or KMPs are willful defaulter or fraudulent borrower in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and ICDR Regulations.
- ✓ None of its Directors or Promoters is a fugitive economic offender or fraudulent borrower as defined under the ICDR Regulations.
- ✓ The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- ✓ All the Warrants and the Equity shares to be allotted upon conversion of Warrants by way of preferential issue shall be fully paid up at the time of the allotment.

- ✓ The proposed Allottees confirmed that they have not sold or transferred any equity shares during the 90 trading days preceding the Relevant Date.
- ✓ The Warrants and the Equity Shares to be issued and allotted by the Company pursuant to Conversion of Warrants shall be in dematerialized form only and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.
- ✓ None of the person belonging to Promoter(s) or the Promoter group of the Company has previously subscribed to Warrants of the Company and also not failed to exercise the Warrants issued by the Company.
- ✓ As on date of this Notice, as per the information, documents, and records available and to the best of the knowledge, the Company does not have any outstanding dues to the Securities Exchange Board of India (“Board”), BSE Limited (“BSE”) and the Depositories.
- ✓ All the Equity Shares held by the proposed Allottees in the Company are in dematerialized form.
- ✓ The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- ✓ The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

The said special resolution will, if passed, enable the Board on behalf of the Company, to issue and allot Warrants on a preferential basis to the persons whether or not they are members of the Company as permitted by 23(1)(b), 42 and Section 62 (1)(c) of the Companies Act, 2013. The Company, in consultation with its advisors, experts and others concerned, will fix the detailed terms and conditions of the issue which will be in line with the requirements of the guidelines issued by the Securities and Exchange Board of India (SEBI) and by other concerned authorities.

The Board of Directors accordingly recommends passing of the above resolution as set out as Item No. 1 of the Notice of Extra-Ordinary General Meeting, as a Special Resolution, for issue of Convertible Warrants.

None of the other Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolutions except to the extent of their shareholding in the Company, if any.

**In respect of Item No. 2:**

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. 2 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.

**In respect of Item No. 3:**

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. 3 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.

**30 May 2026**  
**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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