



# Rinkesh Gala & Associates

## Practicing Company Secretaries

### Scrutinizer's Report - Combined

To,  
The Chairman  
**B-Right Realestate Limited**  
702, 7th Floor, Shah Trade Centre,  
Rani Sati Marg,  
Malad East, Mumbai 400097

Dear Sir,

**Sub:** Scrutinizer's report pertaining to 16<sup>th</sup> Annual General Meeting

I, **Rinkesh Gala, proprietor of M/s. Rinkesh Gala & Associates, Practicing Company Secretary**, have been appointed as Scrutinizer by the Board of Directors for the purpose of scrutinizing poll process in a fair and transparent manner and ascertaining the requisite majority on physical presence out as per the provision of Companies Act, 2013 on below mentioned resolution(s) contained in the Notice of 16<sup>th</sup> Annual General Meeting as per the provisions of Section 109 of the Companies Act, 2013, read with Rules 21(2) of the Companies (Management and Administration) Rules, 2014, held on Thursday, July 20, 2023 at 11:00 a.m. at the registered office of the company situated at 702, 7<sup>th</sup> Floor, Shah Trade Centre, Rani Sati Marg, Malad East, Mumbai-400097:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements for the half year and year ended March 31, 2023 and the reports of the Board of Directors ('the Board') and auditors thereon. (**Ordinary Resolution**);
2. To regularized the appointment of Ms. Amisha Sanjay Shah (Din: 01534264) Additional Non-Executive, Non-Independent Director of the Company (**Ordinary Resolution**);
3. To regularized the appointment of Mr. Anirudh Salla (Din: 10044437) Additional Non Executive, Non-Independent Director of the Company. (**Ordinary Resolution**)
4. To reappoint Ms. Amisha Sanjay Shah (Din: 01534264) as a Director of the Company liable to retire by rotation. (**Ordinary Resolution**)
5. To approve change in designation of Mr. Sanjay Nathalal Shah (Din: 00003142), from Non-Executive, Non-Independent Director of the Company to Whole Time Director of the Company. (**Special Resolution**)
6. To approve the limit of managerial remuneration payable to Managing Director in excess of 5% of the net profits of the Company. (**Special Resolution**)
7. To accept Fixed Deposit from Public and Members of the Company. (**Special Resolution**)
8. To Introduce, Implement and Approve the BRRL Employees Stock Option Plan 2023 ("ESOP 2023"). (**Special Resolution**)



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### IN THIS REGARD, I SUBMIT MY REPORT AS UNDER:

1. The Chairman of Annual General Meeting allowed poll by polling paper for all those member who are present at the Annual General Meeting. The Chairman declared that a poll will be taken in respect of the Resolution contained in the notice convening 16<sup>th</sup> Annual General Meeting and I was appointed as scrutinizer for the voting process.
2. Total 34 members were physically present in the Annual General Meeting of the Company.
3. The physical presence of voting were received from 11:00 a.m. to 2:00 p.m. on July 20, 2023.
4. After the time fixed for closing of poll by the chairman, the ballot box kept for polling were locked in my presence with due identification marked placed by me.
5. The Locked Ballot Box were subsequently opened in my presence and poll papers were diligently scrutinized. The Poll Paper were reconciled with the records maintained by the Company / Registrar /Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
6. The poll paper, which were incomplete and / or which were otherwise found defective have treated as invalid and kept separately.
7. All the above-mentioned resolutions have passed with requisite majority.

I hereby submit Scrutinizer Report as per the provisions of Sections 108 and 110 of the Act and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 contained the results of each of the resolutions of the Annual General Meeting.

The Result of voting through Ballot paper at the AGM is as under:

### ORDINARY RESOLUTION

**Item No: 1 To consider and adopt the Audited Standalone and Consolidated Financial Statements for the half year and year ended March 31, 2023 and the reports of the Board of Directors ('the Board') and auditors thereon. (Ordinary Resolution)**

Particular	No. of Member	No. of Shares/Votes	% of Votes
Total Member	34	79,34,400	100
Total Polling paper Received	34	79,34,400	100
Invalid Polling paper	-	-	-
Polling paper not received	-	-	-



# Rinkesh Gala & Associates

## Practicing Company Secretaries

Polling paper giving Assent (A)	<b>34</b>	<b>79,34,400</b>	<b>100</b>
Polling paper giving Dissent (B)	-	-	-

**Item No: 2** To regularized the appointment of Ms. Amisha Sanjay Shah (Din: 01534264) Additional Non-Executive, Non-Independent Director of the Company (Ordinary Resolution)

Particular	No. of Member	No. of Shares/Votes	% of Votes
Total Member	34	79,34,400	100
Total Polling paper Received	34	79,34,400	100
Invalid Polling paper	-	-	-
Polling paper not received	-	-	-
Polling paper giving Assent (A)	<b>34</b>	<b>79,34,400</b>	<b>100</b>
Polling paper giving Dissent (B)	-	-	-

**Item No: 3** To regularized the appointment of Mr. Anirudh Salla (Din: 10044437) Additional Non Executive, Non-Independent Director of the Company. (Ordinary Resolution)

Particular	No. of Member	No. of Shares/Votes	% of Votes
Total Member	34	79,34,400	100
Total Polling paper Received	34	79,34,400	100
Invalid Polling paper	-	-	-
Polling paper not received	-	-	-
Polling paper giving Assent (A)	<b>34</b>	<b>79,34,400</b>	<b>100</b>
Polling paper giving Dissent (B)	-	-	-

**Item No: 4** To reappoint Ms. Amisha Sanjay Shah (Din: 01534264) as a Director of the Company liable to retire by rotation. (Ordinary Resolution)

Particular	No. of Member	No. of Shares/Votes	% of Votes
Total Member	34	79,34,400	100
Total Polling paper Received	34	79,34,400	100
Invalid Polling paper	-	-	-
Polling paper not received	-	-	-
Polling paper giving Assent (A)	<b>34</b>	<b>79,34,400</b>	<b>100</b>
Polling paper giving Dissent (B)	-	-	-



# Rinkesh Gala & Associates

Practicing Company Secretaries

## SPECIAL BUSINESS

**Item No: 5** To approve change in designation of Mr. Sanjay Nathal Shah (Din: 00003142), from Non-Executive, Non-Independent Director of the Company to Whole Time Director of the Company.(Special Resolution)

Particular	No. of Member	No. of Shares/Votes	% of Votes
Total Member	24	5,03,920	100
Total Polling paper Received	24	5,03,920	100
Invalid Polling paper	-	-	-
Polling paper not received	-	-	-
Polling paper giving Assent (A)	<b>24</b>	<b>5,03,920</b>	<b>100</b>
Polling paper giving Dissent (B)	-	-	-

**Item No: 6** To approve the limit of managerial remuneration payable to Managing Director in excess of 5% of the net profits of the Company.(Special Resolution)

Particular	No. of Member	No. of Shares/Votes	% of Votes
Total Member	25	4,56,000	100
Total Polling paper Received	25	4,56,000	100
Invalid Polling paper	-	-	-
Polling paper not received	-	-	-
Polling paper giving Assent (A)	<b>25</b>	<b>4,56,000</b>	<b>100</b>
Polling paper giving Dissent (B)	-	-	-

**Item No: 7** To accept Fixed Deposit from Public and Members of the Company.(Special Resolution)

Particular	No. of Member	No. of Shares/Votes	% of Votes
Total Member	34	79,34,400	100
Total Polling paper Received	34	79,34,400	100
Invalid Polling paper	-	-	-
Polling paper not received	-	-	-
Polling paper giving Assent (A)	<b>34</b>	<b>79,34,400</b>	<b>100</b>
Polling paper giving Dissent (B)	-	-	-

**Item No: 8** To Introduce, Implement and Approve the BRRL Employees Stock Option Plan 2023 ("ESOP 2023").(Special Resolution)



# Rinkesh Gala & Associates

## Practicing Company Secretaries

Particular	No. of Member	No. of Shares/Votes	% of Votes
Total Member	34	79,34,400	100
Total Polling paper Received	34	79,34,400	100
Invalid Polling paper	-	-	-
Polling paper not received	-	-	-
Polling paper giving Assent (A)	<b>34</b>	<b>79,34,400</b>	<b>100</b>
Polling paper giving Dissent (B)	-	-	-

- Note:**

Votes casted by related parties in aforesaid resolution no. 5 & 6 being related party transactions are not considered in the above results.

Thanking you,  
Yours faithfully,

for **Rinkesh Gala & Associates**  
Practicing Company Secretaries

RINKESH  
RASHIKL  
AL GALA

Digitally signed by RINKESH RASHIKL AL GALA  
DN: cn=RINKESH RASHIKL AL GALA, o=RINKESH GALA & ASSOCIATES, ou=Practicing Company Secretaries, email=RINKESH@RINKESHGALA.COM, c=IN

**Rinkesh Gala**  
**Proprietor**  
**ACS No.42486 | C.P. No.20128**  
**Peer Review No: 2768/2022**  
**UDIN: A042486E000655417**

Place: Mumbai  
Date: July 21, 2023

Accepted by:

SANJAY  
NATHAL  
AL SHAH

Digitally signed by SANJAY NATHAL AL SHAH  
Date: 2023.07.21 14:01:42  
+05'30'

**Sanjay Shah**  
**Director**  
**DIN: 00003142**

<b>General information about company</b>	
Scrip code	543543
NSE Symbol	
MSEI Symbol	
ISIN	INE0IZQ01016
Name of the company	B-RIGHT REALESTATE LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	20-07-2023
Start time of the meeting	11:00 AM
End time of the meeting	02:00 PM

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	Rinkesh Gala
Firms Name	Rinkesh Gala & Associates
Qualification	CS
Membership Number	42486
Date of Board Meeting in which appointed	28-06-2023
Date of Issuance of Report to the company	20-07-2023

<b>Voting results</b>	
Record date	13-07-2023
Total number of shareholders on record date	186
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	10
b) Public	24
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	8
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the Audited Standalone and Consolidated Financial Statements for the half year and year ended March 31, 2023 and the reports of the Board of Directors ('the Board') and auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7430480	0	0	0	0	0	0
	Poll		7430480	100	7430480	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7430480	7430480	100	7430480	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2900720	0	0	0	0	0	0
	Poll		503920	17.3722	503920	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2900720	503920	17.3722	503920	0	100
Total		10331200	7934400	76.8004	7934400	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To regularized the appointment of Ms. Amisha Sanjay Shah (Din: 01534264) Additional Non-Executive, Non-Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7430480	0	0	0	0	0	0
	Poll		7430480	100	7430480	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7430480	7430480	100	7430480	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2900720	0	0	0	0	0	0
	Poll		503920	17.3722	503920	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2900720	503920	17.3722	503920	0	100
Total		10331200	7934400	76.8004	7934400	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To regularized the appointment of Mr. Anirudh Salla (Din: 10044437) Additional Non Executive, Non-Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7430480	0	0	0	0	0	0
	Poll		7430480	100	7430480	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7430480	7430480	100	7430480	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2900720	0	0	0	0	0	0
	Poll		503920	17.3722	503920	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2900720	503920	17.3722	503920	0	100
Total		10331200	7934400	76.8004	7934400	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To reappoint Ms. Amisha Sanjay Shah (Din: 01534264) as a Director of the Company liable to retire by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7430480	0	0	0	0	0	0
	Poll		7430480	100	7430480	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7430480	7430480	100	7430480	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2900720	0	0	0	0	0	0
	Poll		503920	17.3722	503920	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2900720	503920	17.3722	503920	0	100
Total		10331200	7934400	76.8004	7934400	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve change in designation of Mr. Sanjay Nathalal Shah (Din: 00003142), from Non-Executive, Non-Independent Director of the Company to Whole Time Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7430480	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7430480	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2900720	0	0	0	0	0	0
	Poll		503920	17.3722	503920	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2900720	503920	17.3722	503920	0	100
Total		10331200	503920	4.8777	503920	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	Votes casted by related parties in aforesaid resolution no. 5 being related party transactions are not considered in the above results.

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve the limit of managerial remuneration payable to Managing Director in excess of 5% of the net profits of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7430480	0	0	0	0	0	0
	Poll		80	0.0011	80	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7430480	80	0.0011	80	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2900720	0	0	0	0	0	0
	Poll		455920	15.7175	455920	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2900720	455920	15.7175	455920	0	100
Total		10331200	456000	4.4138	456000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	Votes casted by related parties in aforesaid resolution no. 6 being related party transactions are not considered in the above results.

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To accept Fixed Deposit from Public and Members of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7430480	0	0	0	0	0	0
	Poll		7430480	100	7430480	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7430480	7430480	100	7430480	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2900720	0	0	0	0	0	0
	Poll		503920	17.3722	503920	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2900720	503920	17.3722	503920	0	100
Total		10331200	7934400	76.8004	7934400	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Introduce, Implement and Approve the BRRL Employees Stock Option Plan 2023 ("ESOP 2023").				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7430480	0	0	0	0	0	0
	Poll		7430480	100	7430480	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7430480	7430480	100	7430480	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2900720	0	0	0	0	0	0
	Poll		503920	17.3722	503920	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2900720	503920	17.3722	503920	0	100
Total		10331200	7934400	76.8004	7934400	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

