NOTICE OF POSTAL BALLOT
[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

VOTING STARTS ON	VOTING ENDS ON
Sunday, July 27, 2025, at 9:00 a.m. (IST)	Monday, August 25, 2025, at 5:00 a.m. (IST)

Dear Members of the Company,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ('Rules') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process to transact the special business as set out hereunder by passing Special resolution, by way of postal ballot only.

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof ('Statement') is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms an integral part of this Notice.

In compliance with the MCA Circulars, B-Right Realestate Limited ('Company'/'B-Right') is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA'). Members whose e-mail addresses are not registered with the Company/Registrar and Transfer Agent ('RTA') can write to Company Secretary & Compliance Officer and request for the same. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through postal ballot. The detailed procedure for postal ballot forms part of the 'Notes' section to this Notice.

Members desiring to exercise their vote are requested to carefully read the instructions indicated in the 'Notes' section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure for casting of votes on postal ballot basis not later than 5:00 p.m. (IST) on Monday, August 25, 2025. The votes casted immediately thereafter shall not be considered as valid vote.

SPECIAL BUSINESS:

1. To raise funds through issuance of equity shares or other eligible securities or by way of borrowing of funds (debt).

To consider and give assent / dissent to following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the Section 179 read with Section 180(1)(c) of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Foreign Exchange Management Act, 1999 ("FEMA") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the Articles of Association of the Company and subject to such approvals as may be necessary, consent of members of the Company be and is hereby accorded to the Board of Director of the company to raise funds upto Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) for the Company, through any or a combination of the following methods:

1. Issue of Equity Shares or other eligible securities, including but not limited to warrants, convertible instruments, or preference shares, on such terms and conditions as the Board may deem appropriate;

2. Borrowing of funds from banks, financial institutions, or other lenders, by way of term loans, working capital facilities, or any other borrowing mechanism, on such terms and conditions as the Board may deem fit.

FURTHER RESOLVED THAT any of the Director of the Company be and are hereby authorized to negotiate, finalize, and execute all necessary documents, agreements, and instruments in connection with such issuance or borrowing, including but not limited to share subscription agreements, loan agreements, security documents, and any other related papers, and to do all such acts, deeds, and things as may be deemed necessary or expedient to give effect to this resolution."

2. **To migrate Listing/Trading of Equity Shares of the company from BSE SME Platform to the Main Board of BSE Limited, National Stock Exchange of India Limited or any other recognized Stock Exchange:**

To consider and give assent / dissent to following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the Regulation 277 and other relevant provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Securities and Exchange board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Rules framed there under, including any amendment, modification, variation or re-enactment thereof, subject to the approval from the Stock Exchange, subject to fulfillment of eligibility criteria, the consent of the members of the Company be and is hereby accorded for the purpose of Migration of the Equity Shares of the Company from the SME Platform of BSE Limited to the Main Board of BSE Limited and also to the Main Board of National Stock Exchange of India Limited (NSE) and other recognized stock exchange.

RESOLVED FURTHER THAT the Board of Directors of the Company, Company Secretary / Chief Financial Officer be and are hereby authorized to deal with any government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, and other recognized stock exchange to apply, modify, rectify and submit any application and / or related documents on behalf of the Company for the purpose of Migration of listing/trading of the equity shares of the Company from SME Platform of BSE Limited to the Main Board of BSE Limited and also to the Main Board of National Stock Exchange of India Limited (NSE) and other recognized stock exchange.

RESOLVED FURTHER THAT the Board of Directors of the Company, Company Secretary / Chief Financial Officer be and are hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to give effect to above resolution."

By order of the Board of Directors,
For B-RIGHT REALESTATE LIMITED

Sd/-
Bhagyashree Mehadia
Company Secretary & Compliance Officer
ACS: 77087

Place: Mumbai
Date: 25/07/2025

NOTES:

1. The Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms an integral part of this Notice.

2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/Purva Sharegistry Private Limited, the Company's Registrars and Transfer Agent ('RTA'), as on Monday, July 18, 2025 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants. The voting rights of the Members shall be in proportion to their share of the paid-up ordinary equity share capital of the Company as on the Cut-Off Date.

3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

4. The voting through postal ballot shall commence on Sunday, July 27, 2025, at 9:00 a.m. (IST) and shall end on Monday, August 25, 2025, at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s). The voting shall be disabled thereafter.

5. Only a member holding Shares as on the cut-off date is entitled to exercise his/her vote through postal ballot and send it directly to the company on cs@b-rightgroup.com, scrutinizer on rinkeshgala94@gmail.com or they can send signed and executed copy of postal ballot at , 7th floor, Shah Trade Centre, Rani Sati Marg, Malad East, Mumbai-400097.

6. The Scrutinizer will submit his/her consolidated report to the Chairman of the meeting, or any other person authorised by him, after scrutiny of the votes cast, on the result of the postal ballot within two working days from the conclusion of the postal ballot voting. The Scrutinizer's decision on the validity of votes cast will be final.

7. The result of the postal ballot declared along with the Scrutinizer's Report ('Result') shall be placed on the Company's website https://b-rightgroup.com/ immediately after the Result is declared by the Chairman of the meeting or any other person so authorised by him, and the same shall be communicated to the BSE Limited ('BSE') where the ordinary equity shares of the Company is listed. The Result shall also be displayed on the notice board of the Company at its Registered Office at 702, 7th floor, Shah Trade Centre, Rani Sati Marg, Malad East, Mumbai-400097.

8. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Monday, August 25, 2025. Resolutions passed by Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

9. In case of Shares held by Companies, Trust etc. the duly completed Postal Ballot form should be accompanied by the relevant Board Resolution / Authority Letter duly certified by Authorised Signatory(ies).

10. The shareholders are requested to exercise their voting rights by using the attached postal ballot form. Shareholders who do not receive the postal ballot form may apply to the Company i.e. cs@b-rightgroup.com and obtain a duplicate thereof.

11. Members may download the Notice from the website of the Company. A copy of the Notice is also available on the website of BSE at www.bseindia.com.

12. The vote in this Postal Ballot cannot be exercised through proxy.

By order of the Board of Directors,
B-RIGHT REALESTATE LIMITED

Sd/-
Bhagyashree Mehadia
Company Secretary & Compliance Officer
ACS: 77087

Place: Mumbai
Date: 25/07/2025

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT
IN RESPECT OF THE SPECIAL BUSINESS
Pursuant to Section 102 of the Companies Act, 2013 ("the Act"):

Item 01: To raise funds through issuance of equity shares or other eligible securities or by way of borrowing of funds (debt):

In order to meet the Capital Adequacy requirement, while considering the company's long-term business plan and sustaining the projected business growth, the Board of Directors of the Company proposes to infuse capital in the Company by way of raising upto Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) for the Company, through any or a combination of the following methods:

1. Issue of Equity Shares or other eligible securities, including but not limited to warrants, convertible instruments, or preference shares, on such terms and conditions as the Board may deem appropriate;

2. Borrowing of funds from banks, financial institutions, or other lenders, by way of term loans, working capital facilities, or any other borrowing mechanism, on such terms and conditions as the Board may deem fit.

None of the Directors, Key Managerial Personnel and their relatives thereof are interested, financially or otherwise in the aforesaid resolution.

The Board recommends the special resolution as set forth in item no. 1 of the Notice for approval of members.

Item 02: To migrate Listing/Trading of Equity Shares of the company from BSE SME Platform to the Main Board of BSE Limited, National Stock Exchange of India Limited or any other recognized Stock Exchange:

The Board in its meeting held on 24th July, 2025 inter-alia approved the resolution for migration of listing/ trading of equity share of the company from BSE SME platform to main board of BSE Limited, National Stock Exchange of India Limited or any other recognized Stock Exchange.

The Company has been listed and traded on the SME Platform of for more than three years. Also, listing on the board of the Company will increase the liquidity of your Company's shares, overall standing in the market and enhanced transparency. With increased participation by the retail investors your company's true value shall be determined by the market participants. Further, by operating in the main board your company will be able to expand its horizons and explore avenues not available earlier on the SME platform.

The members are therefore, requested to accord their approval, for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to Main Board of BSE Limited as set out in the resolutions.

None of the Directors, Key Managerial Personnel and their relatives thereof are interested, financially or otherwise in the aforesaid resolution.

The Board recommends the special resolution as set forth in item no. 2 of the Notice for approval of members.

By order of the Board of Directors,
B-RIGHT REALESTATE LIMITED

Sd/-
Bhagyashree Mehadia
Company Secretary & Compliance Officer
ACS: 77087

Place: Mumbai
Date: 25/07/2025

B-RIGHT REALESTATE LIMITED

CIN: L70100MH2007PLC282631

Building Real Value Homes

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Name and address of Registered Member (In block letters):	
Name(s) of the Joint Holder(s), if any:	
Registered Folio No. / DP ID No. / Client ID No.	
No. of Shares held:	

I/we hereby exercise my/our vote(s) in respect of the Resolutions enumerated below to be passed through Postal Ballot as stated in Postal Ballot Notice of the Company, by sending my/our assent (For) or dissent (Against) to the said resolutions by placing the tick (√) mark at the appropriate box below:

Resolution No.	**Resolutions**	**No. of Shares Held**	**FOR I/We assent to the resolution**	**AGAINST I/We dissent to the resolution**
1.	To raise funds through issuance of equity shares or other eligible securities or by way of borrowing of funds (debt)			
2.	To migrate Listing/Trading of Equity Shares of the company from BSE SME Platform to the Main Board of BSE Limited, National Stock Exchange of India Limited or any other recognized Stock Exchange			

Place:
Date:

(Signature of the Shareholder)

Important Note: Please complete and share this Postal Ballot Form to the Scrutinizer. Last Date for Receipt of this Postal Ballot Form by the Scrutinizer is Monday, August 25, 2025.