

B-RIGHT REALESTATE LIMITED

CIN: L70100MH2007PLC282631



Building Real Value Homes

August 31, 2024

To,
The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code-543543

Subject.: Notice of the 17th Annual General Meeting (“17th AGM) of B-Right Real Estate Limited

Dear Sir/ Madam

This is further to our letter dated August 28, 2024, wherein the Company had informed that the 17th AGM of the Company is scheduled to be held on Monday, September 23, 2024.

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Notice of 17th Annual General Meeting scheduled to be held on Monday, September 23, 2024 at 11.00 A.M

The Notice of the 17th AGM is available on the website of the Company at <https://b-rightgroup.com/annual-reports.html>

Kindly take the above information on your record.

Thanking you,
Yours faithfully,
For B-Right Real Estate Limited

Gaurav Anand
Company Secretary &
Compliance Officer
ACS: 73886

Encl.: As above

NOTICE IS HEREBY GIVEN THAT THE 17TH ANNUAL GENERAL MEETING OF THE MEMBERS OF B-RIGHT REALESTATE LIMITED ("THE COMPANY") WILL BE HELD ON MONDAY, SEPTEMBER 23, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 702, 7TH FLOOR, SHAH TRADE CENTRE, RANI SATI MARG, MALAD EAST, MUMBAI-400097 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. To consider and adopt the Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2024 together with the reports of the Board of Directors ('the Board') and Auditors thereon.**
- 2. To Re-Appoint Mr. Anirudh Salla (DIN: 1044437) as a Director of the Company liable to retire by rotation and has offered himself for re-appointment**

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

"RESOLVED THAT, pursuant to the provisions of Section 152 of the Companies Act, 2013 **Mr. Anirudh Salla (DIN: 10044437)** who retire by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.

- 3. To Appointment of Statutory Auditor of the company:**

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

"RESOLVED THAT, pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force **M/s. JMMK & Co, Chartered Accountants (Firm Registration Number: 120459W)**, be and is hereby re-appointed as Statutory Auditor of the Company, for a term of Five Consecutive years from the conclusion of 17th Annual General Meeting till the conclusion of 22nd Annual General Meeting (AGM) of the Company to be held in the year 2029, to examine and audit the accounts of the Company for the F.Y 2024-25 to 2028-2029 on such remuneration plus reimbursement of out of pocket expense, as may be mutually agreed between the Board of Directors/ Audit Committee of the Company and Statutory Auditors."

"FURTHER RESOLVED THAT, Any of the Director of the Company be and are hereby authorized to make application, file forms, etc. for change of status of the Company and Consequently its name with the Registrar of Company office and are hereby further authorized

to do all such acts, deeds and thing as may be required or deemed expedient to implement this resolution”

SPECIAL BUSINESS:

4. To accept Fixed Deposit from Public and Members of the Company:

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

“RESOLVED THAT, pursuant to the provisions of Sections 73, 76 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Acceptance of Deposits) Rules, 2014, the consent of the Members of the Company be and are hereby accorded to the Board of Directors of the Company to invite and accept fixed deposits from the Members of the Company up to a limit of Rs. 13.96 Crores and up to a limit of Rs. 34.90 Crores from Public, within the limits prescribed in the Act and the overall borrowing limits of the Company as approved by the Members from time to time.”

“RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorised to finalise the scheme for the invitation and acceptance of fixed deposits from the Members of the Company and the Public and to sign and execute deeds, applications and documents that may be required on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution.”

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

sd/-

Gaurav Anand
Company Secretary & Compliance Officer
ACS: 73886

Place: Mumbai
Date: August 28, 2024

NOTES:

1. An Explanatory Statement under Section 102 of the Companies Act, 2013 (“Act”) relating to item no. 4 as mentioned above is annexed.
2. A member entitled to attend and vote at the meeting is entitled to appoint another person (whether a shareholder or not) as his/her proxy to attend and vote instead of himself/ herself, and the proxy need not be a member but a proxy so appointed shall not have any right to speak at the meeting and can vote only on a poll. The proxies in order to be effective must be duly signed and received at the registered office of the Company not less than 48 hours before the commencement of the meeting. Proxy form is annexed to the notice as Annexure I.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10%) percent of the total share capital of the Company carrying voting rights. A member holding more than ten (10%) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamp not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.
5. Members/ proxies should bring the attendance slip duly filled in for attending the meeting.
6. Proxies Holder shall prove his identity at the time of attending Meeting.
7. Members are requested to bring their Original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc, having photo identity) while attending the meeting.
8. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
9. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.

10. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting. (Board Resolution is hereby annexed as Annexure B).
11. The details of the Directors seeking appointment/ reappointment as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations") and Secretarial Standards-2 issued by the Institute of Company Secretaries of India and notified Notice by Central Government has given at Annexure A to the notice. The Board of Directors recommend all the appointments / reappointments as proposed.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participant with whom they have their demat account(s).
13. The Company has appointed M/s. Purva Sharegistry (India) Pvt. Ltd, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic form should be addressed to the Registrars directly quoting Folio No./Demat Account, full name and name of the Company as B-Right Realestate Ltd.
14. Non-Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.
15. The Company's Securities are listed on The Bombay Stock Exchange Limited (SME Platform) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
16. The Company has set Thursday, September 16, 2024 as the "Cut-off Date" for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Annual General Meeting.
17. Rinkesh Gala & Associates, Practicing Company Secretaries, (C.O.P No.: 20128), Mumbai has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting through Ballot Form in a fair and transparent manner.

18. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://b-rightgroup.com>. The results shall also be uploaded to the Stock Exchange where the shares of the Company are listed within 48 hours of the conclusion of the Annual General Meeting.
20. The Registers under the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
21. As per Section 152 of the Companies Act, 2013, and as per the articles of the Company the retirement of all Directors at every annual general meeting, should be one-third of the total number of Directors, shall (a) be persons whose period of office is liable to determination by retirement of Directors by rotation; and (b) save as otherwise expressly provided in the Act, be appointed by the Company in the general meeting. Accordingly, at the ensuing Annual General Meeting, Mr. Anirudh Salla, Director retiring by rotation and being eligible offers himself for re-appointment.
22. The Annual Report of the Company for the year 2023-2024, circulated to the Members of the Company, is available on the Company's website viz. <https://b-rightgroup.com>
23. MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011, respectively, has allowed Companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in corporate governance.
24. The facility for voting through ballot paper shall be made available at the 17th AGM and the members attending the meeting shall be able to exercise their right at the meeting through ballot paper.
25. Shareholders are requested to bring their copy of Annual Report to the Meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the green initiative and environmental cause.

26. Members may also note that the Annual Report for the financial year 2023-24 together with the Notice of 17th Annual General Meeting, Attendance Slip, Proxy Form and Route Map will also be available on the website of the Company viz. <https://b-rightgroup.com> for their download.
27. Unsigned or incomplete and improperly or incorrectly ticked Voting Poll Papers shall be rejected.
28. Attendance Slip (Annexure II), Ballot Form (Annexure III) have been enclosed herein. Route Map giving directions to the venue of the meeting is annexed to the notice. [Annexure IV]

Regd. Office:

702, 7th Floor, Shah Trade Centre, Rani Sati Marg,
Malad (East), Mumbai - 400097

Tel No.: 022-46035689

Email: cs@b-rightgroup.com

Website: <https://b-rightgroup.com>

CIN: L70100MH2007PLC282631

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

sd/-

Gaurav Anand
Company Secretary & Compliance Officer
ACS: 73886

Place: Mumbai
Date: August 28, 2024

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”):

ITEM NO: 4

Approval of the Shareholders is required for accepting deposits from members and the public after complying with the conditions stated in sections 73 and 76 of the Companies Act, 2013, within the limits prescribed under the Companies (Acceptance of Deposits) Rules, 2014.

The Board of Directors at its meeting held on August 28, 2024, has resolved to recommend the acceptance of fixed deposits from the members and the public pursuant to sections 73 and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. The Fixed Deposit scheme would be credit rated on an annual basis.

It is proposed to authorized the Board to finalise the terms of the Fixed Deposit Scheme and to do such other acts and deeds as may be necessary or incidental thereto.

The Board recommends the Ordinary Resolution for your approval.

None of the Director(s) or Key Managerial Personnel(s) of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

ANNEXURE - B

Draft Certified true copy of the resolution required for the corporate members to be submitted to the Company.

“RESOLVED THAT pursuant to the provisions of section 113 of the Companies Act, 2013 and rule made thereunder, including any amendments thereto for the time being in force, (Name of the Person), (Designation) of the Company or failing him (Name of the Person, Address), be and are hereby severally authorized to attend as an authorized representative of the Company at the ensuingAnnual General Meeting of, of which Company is a Member, to be held on

“RESOLVED FURTHER THAT the authorized representative appointed under the foregoing resolution can exercise his/her right to attend or appoint proxy for the said AGM and right to speak and/or vote at the said AGM.”

“RESOLVED FURTHER THAT the authority granted under the foregoing resolution shall remain in force, for each of the above-mentioned authorized representatives as long as they are associated with the Company, or until the time the Board Passes another resolution superseding the foregoing resolution which shall be conveyed to the Company from time to time.”

“RESLOVED LASTLY THAT a true copy of the foregoing resolution certified by the Managing Director or the Company Secretary be forwarded to the Company for their records.”

For (NAME OF THE COMPANY)

Signature

Managing Director/Company Secretary

DIN/Membership Number

ANNEXURE – I

Form No. MGT-11

PROXY FORM

**[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s)	
Registered Address	
Email id	
Client ID	
DP ID	

I / We being the Member(s) of **B-RIGHT REALESTATE LIMITED** holding _____ Equity Shares of the Company, hereby appoint:

1. Name:

Address:

E-mail ID:

Signature: _____ or failing him/her;

2. Name:

Address:

E-mail ID:

Signature: _____ or failing him/her

3. Name:

Address:

E-mail:

Signature:

as my / our proxy and to attend and vote (on a poll) for me / us on my / our behalf at the 17th Annual General Meeting of the Company scheduled to be held on **Monday, September 23, 2024 at 11:00 A.M.** at the Registered Office of the Company situated at **702, 7th Floor, Shah Trade Centre, Rani Sati Marg, Malad East, Mumbai - 400097** and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Business	FOR	AGAINST
1.	To consider and adopt the Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2024 together with the reports of the Board of Directors ('the Board') and auditors thereon.	Ordinary		
2.	To Re-Appoint Mr. Anirudh Salla (Din: 10044437) as a Director of the Company liable to retire by rotation	Ordinary		
3.	To Appoint M/s. JMMK & Co. Chartered Accountants (Firm Registration No. 120459W) as a Statutory Auditor of the Company for the period of 5 Years.	Ordinary		
4.	To invite & accept Fixed Deposits from Public and Members of the Company.	Ordinary		

Signed this _____ day of _____ 2024

Signature of Shareholder: _____

 Signature of First
 Proxy Holder

 Signature of Second
 Proxy Holder

 Signature of Third
 Proxy Holder

Affix Revenue
 Stamp of
 Rupee 1 Only

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ANNEXURE - II

ATTENDANCE SLIP
(To be presented at the entrance)
17th ANNUAL GENERAL MEETING
at 702, 7th Floor, Shah Trade Centre, Rani Sati Marg, Malad East, Mumbai - 400097

Name of Member	
Registered Address	
Client ID/D.P. ID	
No of Shares Held	

I certify that I am the registered shareholder(s)/proxy for the registered shareholder of the Company.

I/we hereby record my/our presence at the 17th Annual General Meeting of the Company held on Monday, September 23, 2024 at 11:00 a.m. at 702, 7th Floor, Shah Trade Centre, Rani Sati Marg, Malad (East), Mumbai - 400097.

.....
 Member's / Proxy's Name

.....
 Member's / Proxy's Signature

Note:

1. Only Member/ Proxy holder can attend the meeting.
2. Member/ Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.
3. Please sign and hand over the attendance slip the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

ANNEXURE – III

BALLOT FORM

Name of the first named Shareholder (In block letters):	
Name(s) of the Joint Holder(s), if any:	
Postal Address:	
Client ID No.:	
No. of Shares:	

I/we hereby exercise my/our vote(s) in respect of the Resolutions enumerated below to be passed through ballot form for the businesses stated in the notice of the Company dated by recording, my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below:

Resolution No.	Resolutions	Type of Resolution	No. of Shares Held	FOR I/We assent to the resolution	AGAINST I/We dissent to the resolution
1.	To consider and adopt the Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2024 together with the reports of the Board of Directors ('the Board') and auditors thereon.	Ordinary			
2.	To re-appoint Mr. Anirudh Salla (Din: 10044437) as a Director of the Company liable to retire by rotation.	Ordinary			
3.	To Appoint M/s. JMMK & Co. Chartered Accountants (Firm Registration No. 120459W) as a Statutory Auditor of the Company for the period of 5 Years.	Ordinary			
4.	To invite & accept Fixed Deposits from Public and Members of the Company.	Ordinary			

Place:

Date:

(Signature of the Shareholder)

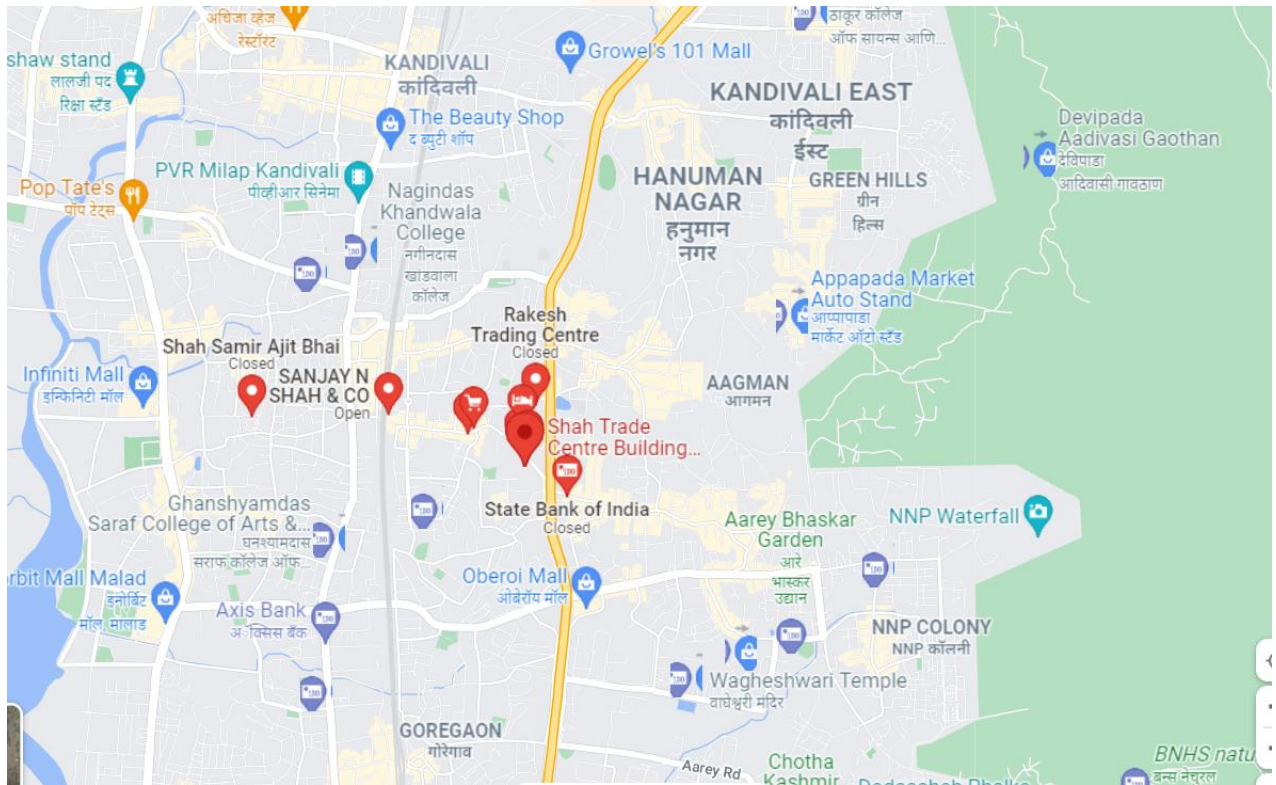
Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. This Ballot will be provided to all the Members as there is no facility of e-voting being exercised.
2. Every Member has to vote only through this ballot form and no other voting will be considered as valid by the Company.
3. Voting rights are reckoned on the basis of the shares registered in the name of the Members as on 16th September, 2024.
4. The form should be signed by the member as per the specimen signature registered with the Company/Depository.
5. A member can request for a duplicate ballot form, if so required.
6. In case the shares are held by Companies, trusts, societies, etc., the duly completed Ballot form should be accompanied by a certified true copy of the relevant Board Resolution together with their specimen signatures authorizing their representative.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot forms will be rejected. The form will also be rejected, if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
8. The decision of the scrutinizer on the validity of the ballot form and any other related matter shall be final.

ANNEXURE – IV

ROUTE MAP:



Google Map link:

<https://goo.gl/maps/K6WTmM4Z3XjkkU5r9>