July 23, 2026

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

Dear Sir/Madam,

Scrip Code-543543

Sub: Corrigendum to Notice of the 19th Annual General Meeting (19th AGM) of B-Right Realestate Limited ("The Company").

Dear Sir/ Madam,

We draw the attention of all the members of B-Right Realestate Limited ("Company") to the notice dispatched on 22nd July, 2026 convening the 19th Annual General Meeting of the company which is to be held on Friday, 14th August, 2026 at 04:00 P.M. (IST). The Notice of the AGM has been dispatched to the shareholders of the Company in due compliance with the provisions of the Companies Act, 2013 read with the relevant rules made thereunder.

Please find enclosed the Revised Notice convening the 19th Annual General Meeting, incorporating the remote e-voting details and instructions. The Revised Notice should be read in conjunction with the original Notice dated 22nd July, 2026 and forms an integral part thereof

Kindly Find Corrigendum Notice attached herewith.

The Corrigendum is available on the website of the Company.

Kindly take the above information on your record.

Thankyou,
Yours faithfully,

For B-Right Realestate Limited,

BHAGYASHREE MEHADIA
Digitally signed by BHAGYASHREE MEHADIA
Date: 2026.07.23 18:12:02 +05'30'

CS Bhagyashree Mehadia
Company Secretary & Compliance Officer
ACS: 77087

Place: Mumbai

CORRIGENDUM TO THE NOTICE OF ANNUAL GENERAL MEETING

Dear Members,

Notice is hereby given that the 19th Annual General Meeting of the members of B-Right Realestate Limited ("The Company") will be held on Friday, August 14, 2026 at 04:00 p.m. at Westin Grand Ballroom, International Business Park, Oberoi Garden City, Goregaon (East), Mumbai - 400063 India 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, 2026 together with the reports of the Board of Directors ('the Board') and Auditors thereon.**

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

   "**RESOLVED THAT**, pursuant to provision of section 134 and 137 of Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Rules thereunder (including any statutory Modification(s) or Re-enactment thereof for the time being in force and Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended or modified from time to time the Audited Standalone Financial Statements of the Company comprising of Balance Sheet as at 31st March 2026, Statement of Profit for the year ended on that date along with Cash Flow Statement as at 31st March 2026 and the explanatory statements annexed thereto, or forming part of any document referred above including reports of the auditors and Board thereon be and are hereby considered and adopted.

   RESOLVED FURTHER THAT, the Audited Consolidated Financial Statements of the Company comprising of Balance Sheet as at 31st March 2026, Statement of Profit for the year ended on that date along with Cash Flow Statement as at 31st March 2026 and the explanatory statements annexed thereto, or forming part of any document referred above including reports of the auditors and Board thereon be and are hereby considered and adopted."

2. **To re-appoint Mr. Sanjay Nathalal Shah, who retires by rotation as the Director 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 152(6) of the Companies Act, 2013, Mr. Sanjay Nathalal Shah (DIN: 00003142) who retires 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."

SPECIAL BUSINESS:

1. **To regularize Additional (Non-Executive Non-Independent) Director Mr. Prashant Shirsat (DIN: 05212829), as the director 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** in accordance with, the provisions of sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article of Association of the Company, Mr. Prashant Shirsat (DIN: 05212829), who was appointed as an Additional (Non-Executive Non-Independent) Director by the Board of Directors with effect from November 13, 2025 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Director of the Company.

RESOLVED FURTHER THAT all the Directors and/or Company Secretary of the company be and is hereby authorised to sign and file all the requisite e-forms and other necessary documents as may be required with the statutory authorities including the jurisdictional Registrar of Companies, to do such acts and deeds that may be required to give effect to this resolution; and to submit all documents to the concerned authorities in connection with this resolution."

2. **To consider and approve the closure of the Fixed Deposit Scheme 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 applicable provisions of Sections 73, 76 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014 made thereunder, and subject to such approvals, permissions and consents as may be required, the consent of the members of the Company be and is hereby accorded to discontinue and close the deposit scheme of the Company with effect from the date of the Annual General

Meeting, and accordingly, the Company shall cease to invite, accept or renew deposits under the said scheme from the effective date.

RESOLVED FURTHER THAT the existing deposits accepted by the Company shall continue to be serviced and repaid strictly in accordance with the terms and conditions governing such deposits and the applicable provisions of the Companies Act, 2013 and the rules made thereunder, until their maturity or earlier repayment, as the case may be.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, execute all such documents, writings and filings, and take all such steps as may be necessary, desirable or expedient for giving effect to this resolution, including issuing public notices, communicating with deposit holders, making statutory filings and complying with all applicable legal and regulatory requirements."

3. **To approve and adopt Employee Stock Option Scheme called "BRRL – Employee Stock Option Scheme 2026" ("ESOP 2026 or the Scheme").**

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 62(1)(b) of the Companies Act, 2013 (the "Act"), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations") (including any statutory modifications or amendments thereto or re-enactments thereof), the applicable provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as considered necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and all other applicable provisions of the Act, Rules, Regulations, Circulars and Notifications issued by Central Government, the Ministry of Corporate Affairs, Securities and Exchange Board of India, Reserve Bank of India and/or any other regulatory authorities from time to time (hereinafter singly or collectively referred to as the "Regulatory Authorities") and based on the recommendations of Nomination and Remuneration Committee and the Board, consent of the members be and is hereby accorded to approve and adopt new Employee Stock Option Scheme in the name of "BRRL – Employee Stock Option Scheme 2026" for the benefit of employees of the Company, the salient features of which are furnished in the Explanatory Statement to this Notice.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee ("Committee") and the Board, which shall primarily administer the Scheme, be and is hereby authorised to create, issue, offer and grant upto 10,33,120 (Ten Lakh Thirty-Three Thousand One Hundred and Twenty Only) ESOPs to present or future eligible employees of the Company, whether in or outside India, determined in terms of the Scheme from time to time, in one or more tranches, where each such employee stock option would be exercisable for one Equity Share having face value of Rs. 10/- each, fully paid-up, of the Company to be issued and be allotted to the eligible employees by the Company on payment of the requisite exercise price and such other amount and on such terms and conditions as may be determined by the Board/ Committee in accordance with the Scheme, the Act, SEBI (SBEB & SE) Regulations, the applicable Accounting Policies and Accounting Standards and such other laws, as may be applicable from time to time.

RESOLVED FURTHER THAT the Equity Shares so Issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing Equity Shares of the Company and any of the Directors or Company Secretary of the Company or any officer as may be authorized by the Company be and are hereby severally authorised to obtain in-principle approval of/from the Stock Exchanges where shares of the Company are listed and further be authorised to take necessary steps for listing of Equity Shares allotted under the Scheme on the Stock Exchanges.

RESOLVED FURTHER THAT in case of a share split, merger, demerger, sale of division, consolidation, rights issues, bonus issues, buy back of shares and any other corporate actions which has the effect of change in the capital structure (including by way of revision in the face value), the maximum number of ESOPs/shares available under the Plan, as specified above, shall stand modified accordingly, so as to ensure a fair and reasonable adjustment to the cumulative value of such shares available under the Plan.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company or any officer as may be authorized by the Company be and are hereby severally authorised on behalf of the Company, to intimate to the Stock Exchanges or any other Regulatory Authorities as considered necessary and to settle any questions, difficulties and doubts that may arise in this regard and to do all such acts, deeds, things and matters and sign, execute and deliver such applications, forms, deeds, letters and documents as considered necessary and expedient to give effect to the foregoing resolutions in the best interest of Company without requiring any further consent or approval of the members.

RESOLVED FURTHER THAT all the Directors and/or Company Secretary of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties."

4. **To approve and adopt Employee Stock Option Scheme called "BRRL – Employee Stock Option Scheme 2026" ("ESOP 2026 or the Scheme") to the employees of subsidiary, holding and associate companies of the Company.**

To consider and if thought fit, pass, with or without modifications, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the "Act"), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations) (including any statutory modifications or amendments thereto or re-enactments thereof), the applicable provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as considered necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and all other applicable provisions of the Act, Rules, Regulations, Circulars and Notifications issued by Central Government, the Ministry of Corporate Affairs, Securities and Exchange Board of India, Reserve Bank of India and/or any other regulatory authorities from time to time (hereinafter singly or collectively referred to as the "Regulatory Authorities") and based on the recommendations of Nomination and Remuneration Committee and the Board, consent of the members be and is hereby accorded to approve and adopt new Employee Stock Option Scheme in the name of "BRRL – Employee Stock Option Scheme 2026" for the benefit of employees of the subsidiary, holding and associate companies of the Company, the salient features of which are furnished in the Explanatory Statement to this Notice.

RESOLVED FURTHER THAT the Equity Shares so Issued and allotted as mentioned hereinbefore shall rank pari-passu with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company or any officer as may be authorized by the Company, be and are hereby severally authorised on behalf of the Company, to intimate to the Stock Exchanges or any other Regulatory Authorities as considered necessary and to settle any questions, difficulties and doubts that may arise in this regard and to do all such acts, deeds, things and matters and sign, execute and deliver such applications, forms, deeds, letters and documents as considered necessary and expedient to give effect to the foregoing resolutions in the best interest of Company without requiring any further consent or approval of the members."

5. **To approve and adopt 'BRRL - Performance Based Stock Unit Scheme, 2026' ("PSU 2026 or the Scheme") for grant of Performance-Based Stock Units to the eligible employees of the Company limited under Scheme 2026.**

To consider and if thought fit, pass, with or without modifications, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the "Act"), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits and

Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations") (including any statutory modifications or amendments thereto or re-enactments thereof), the applicable provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as considered necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and all other applicable provisions of the Act, Rules, Regulations, Circulars and Notifications issued by Central Government, the Ministry of Corporate Affairs, Securities and Exchange Board of India, Reserve Bank of India and/or any other regulatory authorities from time to time (hereinafter singly or collectively referred to as the "Regulatory Authorities") and based on the recommendations of Nomination and Remuneration Committee and the Board, consent of the members be and is hereby accorded to introduce, offer, grant and issue Share-Based Performance Based Stock Unit to eligible employees of the Company under the name of "BRRL - Performance Based Stock Unit Scheme, 2026" for the benefit of employees of the Company, the salient features of which are furnished in the Explanatory Statement to this Notice.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee ("Committee") and the Board, which shall primarily administer the Scheme, be and is hereby authorised to create, issue, offer and grant upto 5,16,560 (Five Lakh Sixteen Thousand Five Hundred and Sixty Only) PSUs, corresponding to 5,16,560 (Five Lakh Sixteen Thousand Five Hundred and Sixty Only) equity shares of the Company of face value of Rs. 10 (Rupee Ten only) each fully paid up, being 5% (Five Percent) of the paid-up equity share capital of the Company on a fully diluted basis.

RESOLVED FURTHER THAT the Equity Shares so Issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing Equity Shares of the Company and any of the Directors or Company Secretary of the Company or any officer as may be authorized by the Company be and are hereby severally authorised to obtain in-principle approval of/from the Stock Exchanges where shares of the Company are listed and further be authorised to take necessary steps for listing of Equity Shares allotted under the Scheme on the Stock Exchanges.

RESOLVED FURTHER THAT in case of a share split, merger, demerger, sale of division, consolidation, rights issues, bonus issues, buy back of shares and any other corporate actions which has the effect of change in the capital structure (including by way of revision in the face value), the maximum number of shares available under the Plan, as specified above, shall stand modified accordingly, so as to ensure a fair and reasonable adjustment to the cumulative value of such shares available under the Plan.

RESOLVED FURTHER THAT, any of the Directors or Company Secretary of the Company or any officer as may be authorized by the Company be and are hereby severally authorized to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the Scheme 2026, in accordance with the terms of Scheme 2026 and subject to Applicable Laws prevailing from time to time, as it may deem fit.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company or any officer as may be authorized by the Company be and are hereby severally authorised on behalf of the Company, to intimate to the Stock Exchanges or any other Regulatory Authorities as considered necessary and to settle any questions, difficulties and doubts that may arise in this regard and to do all such acts, deeds, things and matters and sign, execute and deliver such applications, forms, deeds, letters and documents as considered necessary and expedient to give effect to the foregoing resolutions in the best interest of Company without requiring any further consent or approval of the members.

RESOLVED FURTHER THAT all the Directors and/or Company Secretary of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties."

6. **To approve and adopt 'BRRL - Performance Based Stock Unit Scheme, 2026' ("PSU 2026 or the Scheme") for grant of Performance-Based Stock Units to the eligible employees of the subsidiary and associate company under Scheme 2026.**

To consider and if thought fit, pass, with or without modifications, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the "Act"), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations") (including any statutory modifications or amendments thereto or re-enactments thereof), the applicable provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as considered necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and all other applicable provisions of the Act, Rules, Regulations, Circulars and Notifications issued by Central Government, the Ministry of Corporate Affairs, Securities and Exchange Board of India, Reserve Bank of India and/or any other regulatory authorities from time to time (hereinafter singly or collectively referred to as the "Regulatory Authorities") and based on the recommendations of Nomination and Remuneration Committee and the Board, consent of the members be and is hereby accorded to introduce, offer, grant and issue Share-Based Performance Based Stock Unit to eligible employees of the Subsidiary Company under the name of "BRRL - Performance Based Stock Unit Scheme, 2026" for the benefit of employees of the subsidiary and associate Company, the salient features of which are furnished in the Explanatory Statement to this Notice.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee ("Committee") and the Board, be and is hereby authorised to implement, manage, operate and/or administer the Scheme 2026 to implement the Scheme 2026 in terms of the SEBI SBEB & SE Regulations and other laws as may be applicable.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing Equity Shares of the Company and any of the Directors or Company Secretary of the Company or any officer as may be authorized by the Company be and are hereby severally authorised to obtain in-principle approval of/from the Stock Exchanges where shares of the Company are listed and further be authorised to take necessary steps for listing of Equity Shares allotted under the Scheme on the Stock Exchanges.

RESOLVED FURTHER THAT in case of a share split, merger, demerger, sale of division, consolidation, rights issues, bonus issues, buy back of shares and any other corporate actions which has the effect of change in the capital structure (including by way of revision in the face value), the maximum number of shares available under the Plan, as specified above, shall stand modified accordingly, so as to ensure a fair and reasonable adjustment to the cumulative value of such shares available under the Plan.

RESOLVED FURTHER THAT, any of the Directors or Company Secretary of the Company or any officer as may be authorized by the Company be and are hereby severally authorized to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the Scheme 2026, in accordance with the terms of Scheme 2026 and subject to Applicable Laws prevailing from time to time, as it may deem fit.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company or any officer as may be authorized by the Company be and are hereby severally authorised on behalf of the Company, to intimate to the Stock Exchanges or any other Regulatory Authorities as considered necessary and to settle any questions, difficulties and doubts that may arise in this regard and to do all such acts, deeds, things and matters and sign, execute and deliver such applications, forms, deeds, letters and documents as considered necessary and expedient to give effect to the foregoing resolutions in the best interest of Company without requiring any further consent or approval of the members.

RESOLVED FURTHER THAT all the Directors and/or Company Secretary of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties."

For and on behalf of
B-RIGHT REALESTATE LIMITED

Sd/-

Bhagyashree Mehadia
Company Secretary & Compliance Officer
ACS: 77087

Place: Mumbai
Date: 20/07/2026

NOTES:

1. The Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 ('Act') 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. The Company has set August 07th, 2026 as the "Cut-off Date" for taking record of the members of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Annual General Meeting.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners shall be eligible to cast their votes. A person who is not a members should treat this Notice for information purposes only.
   It is however clarified that, all Members of the Company (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. 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 II**.
5. 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.
6. 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.
7. Members/ proxies should bring the attendance slip duly filled in for attending the meeting.
8. 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 I**).

9. DSM & Associates, Practicing Company Secretaries, (C.O.P No.: 09394), 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.
10. 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 voting within two working days from the conclusion of the voting. The Scrutinizer's decision on the validity of votes cast will be final.
11. The result of the voting 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 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.
12. 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. Sanjay Nathalal Shah retiring by rotation and being eligible offers himself for re-appointment.
13. The Annual Report of the Company for the year 2025-2026, circulated to the Members of the Company, is available on the Company's website viz. https://b-rightgroup.com
14. The facility for voting through ballot paper/e-Voting shall be made available at the AGM and in such case, the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through ballot paper/electronic voting.
15. Members 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.
16. Members may also note that the Annual Report for the financial year 2025-26 together with the Notice of 19th 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.
17. Unsigned or incomplete and improperly or incorrectly ticked Voting Ballot Papers shall be rejected.
18. Attendance Slip (Annexure III), Ballot Form (Annexure IV) have been enclosed herein. Route Map giving directions to the venue of the meeting is annexed to the notice. [Annexure V]

19. The instructions for members for remote e-voting are as under:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 11th August, 2026, at 10:00 A.M. and ends on 13th August, 2026 at 05:00 P.M. 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 7th August, 2026 may cast their vote electronically. The e-voting module shall be disabled by PURVA for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play 5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after

their **Depository Participants (DP)**	successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1) The shareholders should log on to the e-voting website https://evoting.purvashare.com.

2) Click on "Shareholder/Member" module.

3) Now enter your User ID:

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVENT is 8 then user ID is 8001***

4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(i) After entering these details appropriately, click on “SUBMIT” tab.

(ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.

(iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(iv) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.

(v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

(vi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.

(vii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(ix) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://evoting.purvashare.com and register themselves in the "Custodians / Mutual Fund" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@b-rightgroup.com, if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-35220056.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

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/-

Bhagyashree Mehadia
Company Secretary & Compliance Officer
ACS: 77087

Place: Mumbai
Date: 20/07/2026

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

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

SPECIAL BUSINESS:

ITEM NO 1: To regularize Additional (Non-Executive Non-Independent) Director Mr. Prashant Shirsat (DIN: 05212829), as the Director of the company.

Mr. Prashant Shirsat was appointed as an Additional (Non-Executive Non-Independent) Director of the Company at the Board Meeting held on 13th November, 2025 in terms of Section 161(1) of the Companies Act, 2013.

Pursuant to the provision of Section 161 of the Companies Act,2013, Mr. Prashant Shirsat, holds office up to the date of the next Annual General Meeting of the Company. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee is of view that the appointment of Mr. Shirsat on the Company Board is desirable and would be beneficial to the Company.

Except Mr. Prashant Shirsat, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution.

The board recommends the said resolution No. 1 of Special Business to be passed as an ordinary resolution.

ITEM NO 2: To consider and approve the closure of the Fixed Deposit Scheme of the Company.

The Company has been accepting fixed deposits from its members/public in accordance with the provisions of Sections 73 and 76 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014, and other applicable laws.

After considering the Company's present business requirements, funding arrangements, and overall financial strategy, the Board of Directors is of the view that the Fixed Deposit Scheme has served its intended purpose and that it would be prudent to discontinue the acceptance and renewal of deposits under the said scheme. Accordingly, the Board, at its meeting approved the proposal to discontinue and close the Fixed Deposit Scheme with effect from the date of the Annual General Meeting, subject to the approval of the members.

Upon the closure of the Fixed Deposit Scheme, the Company shall cease to invite, accept or renew deposits under the said scheme from the effective date. However, all existing deposits accepted by the Company shall continue to be serviced and repaid strictly in accordance with the terms and conditions governing such deposits and in compliance with the applicable provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, until their respective maturity dates or earlier repayment, as may be applicable. The proposed closure of the Fixed Deposit Scheme shall not affect the rights or interests of the existing deposit holders.

The Board is of the opinion that the proposed discontinuation and closure of the Fixed Deposit Scheme is in the best interests of the Company and its stakeholders and recommends the Ordinary Resolution set out at Item No. 2 of Special Business for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of any deposits, if any, held by them with the Company in the ordinary course.

ITEM NO 3: To approve and adopt Employee Stock Option Scheme called "BRRL – Employee Stock Option Scheme 2026" ("ESOP 2026 or the Scheme").
And
ITEM NO 4: To approve and adopt Employee Stock Option Scheme called "BRRL – Employee Stock Option Scheme 2026" ("ESOP 2026 or the Scheme") to the employees of subsidiary, holding and associate companies of the Company.

The Company currently has an existing Employee Stock Option Scheme; however, no stock options have been granted under the said scheme since its implementation. In view of the evolving business requirements and the Company's objective of introducing a more contemporary and effective employee incentive framework, the Board of Directors has considered it appropriate to discontinue the existing Employee Stock Option Scheme, which has remained non-operational, and to introduce a new employee stock option scheme.

Accordingly, the Nomination and Remuneration Committee ("NRC") and the Board of Directors have approved the proposed 'BRRL – Employee Stock Option Scheme 2026" ("ESOP 2026" or the "Scheme") at their respective meeting. The Scheme is rooted in the Company's philosophy of **"Where Commitment Leads to Ownership"** and is designed to attract, retain, motivate and reward eligible employees, as defined under the Scheme, by providing them with an opportunity to participate in the long-term growth and value creation of the Company through equity ownership.

Upon the Scheme becoming effective, the existing Employee Stock Option Scheme shall stand discontinued and shall cease to have any further effect. Since no options have been granted under the existing scheme, no rights or obligations have accrued thereunder. The proposed ESOP 2026 shall be implemented and administered by the Nomination and Remuneration Committee, subject to the approval of the members of the Company by way of a Special Resolution and in accordance with the applicable provisions of the Companies Act, 2013 and the applicable regulations of the Securities and Exchange Board of India.

In line with the Company's commitment to transparency and good governance, the key features of the Scheme are outlined below, in accordance with the disclosure requirements under Regulation 6(2) read with Schedule I, Part C of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:

Sr No.	Particular	Details
1	Brief description of the Scheme	The Scheme shall be called "BRRL – Employee Stock Option Scheme 2026" (hereinafter referred to as the "Scheme" or "ESOP 2026") with the objective rooted in the Company's belief, "where Commitment Leads to Ownership", which embodies the idea that sustained employee contribution is best encouraged through a sense of shared success and ownership. The Scheme shall be administered by the Nomination and Remuneration Committee ("Committee") and the Board of the Company.
2	The total number of options, SARs, shares or benefits, as the case may be, to be offered and granted	The Committee is authorised to create, issue, offer and grant upto 10,33,120 (Ten Lakh Thirty-Three Thousand One Hundred and Twenty Only) ESOPs to present or future eligible employees of the Company, including employees of the subsidiaries, holding and associate Company, whether in or outside India, determined in terms of the Scheme from time to time, in one or more tranches, where each such employee stock option would be exercisable for one Equity Share having face value of Rs. 10/- each, fully paid-up, of the Company to be issued and be allotted to the eligible employees by the Company on payment of the requisite exercise price and such other amount and on such terms and conditions as may be determined by the Board/Committee in accordance with the Scheme, the Act, SEBI (SBEB & SE) Regulations, the applicable Accounting Policies and Accounting Standards and such other laws, as may be applicable from time to time.
3	Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s)	The specific employees to whom the Options would be granted and their eligibility criteria shall be as follows: a) a permanent employee of the company who has been working in India or outside India; or

		b) a director of the company, whether a wholetime director or not but excluding an independent director; or c) an employee as defined in clauses (a) or (b) of a subsidiary, in India or outside India, or of a holding company of the company subject to its approval by the shareholders by way of a separate resolution. but does not include- i. an employee who is a promoter or a person belonging to the promoter group; or ii. A director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the company. The appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance-linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time. Options may be granted to the Employees of the Company, as determined by the Committee at its sole discretion. The Committee shall have absolute discretion to select employees to whom Options may be granted under this Scheme and to determine the quantum of Options and terms thereof.
4	Requirements of vesting and period of vesting	The Options granted under this Scheme shall vest after a minimum Vesting Period of 1 (One) year and not later than 5 (Five) years from the date of Grant of such Option, and would be subject to continued employment with the Company, and further that the Vesting schedule and specific Vesting Conditions subject to which Vesting would take place shall be specified in the letter issued to the Option Grantee at the time of Grant.
5	Maximum period (subject to regulation 18(1) and 24(1)	The Options granted under this Scheme shall vest after a minimum Vesting Period of 1 (One)

	of these regulations, as the case may be) within which the options / SARs / benefits shall be vested	year and not later than 5 (Five) years from the date of Grant of such Option.
6	Exercise price, SAR price, purchase price or pricing formula	The exercise price shall not be less than the face value and shall not be more than fair market value (FMV) of an equity share of the company at the time of grant of option as determined by NRC from time to time and shall be in conformity with the applicable accounting policies, if any.
7	Exercise period/offer period and process of exercise/ acceptance of offer	The Exercise period shall not be more than 5 (Five) years from the vesting date of option for an Exercise Price as may be decided by the Committee and in any case. The Options granted may be exercised by the Option Grantee at one time or at various points of time within the exercise period as determined by the Committee from time to time. The Vested Options shall be exercisable by the employees by a written application (or by electronic means) to the Company expressing his/ her desire to exercise such Options in such manner and such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified Exercise Period.
8	The appraisal process for determining the eligibility of employees for the scheme(s)	The appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance-linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time. Options may be granted to the Employees of the Company and to the employees of subsidiary, holding and associate companies of the Company, as determined by the Committee at its sole discretion.
9	Maximum number of options, SARs, shares, as the case may be, to be offered	The aggregate number of Options under the Scheme shall not be more than 10,33,120 (Ten Lakh Thirty-Three Thousand One Hundred and Twenty Only), exercisable into not more than

	and issued per employee and in aggregate, if any	10,33,120 (Ten Lakh Thirty-Three Thousand One Hundred and Twenty Only) shares of Rs. 10/- (Ten) each fully paid up, with each such Option conferring a right upon the Employees to apply for one Share in the Company in accordance with the terms and conditions as may be decided by the Committee.
10	Maximum quantum of benefits to be provided per employee under a scheme(s)	Unless otherwise determined by the Committee, the maximum quantum of benefits underlying the equity shares allotted to the employees on exercise of the vested options will be the difference in the exercise price and the market price of the equity shares.
11	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust	The Scheme shall be administered directly by the Company through the Committee.
12	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both	The Scheme contemplates issuance of new shares by the Company.
13	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	Not Applicable, as the Scheme shall be administered directly by the Company through the Committee, and not through trust.
14	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)	Not Applicable, as the Scheme shall be administered directly by the Company through the Committee, and not through a trust.
15	A statement to the effect that the company shall conform to the accounting policies specified in regulation 15	The Company undertakes to comply with the requirements including the disclosures requirements of the Accounting Standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013

		including any Guidance Note on Accounting for employee share-based payment issued in that regard, from time to time (as specified in regulation 15).
16	The method which the company shall use to value its options or SARs	The Company shall adopt fair value method for valuation of the employee stock options.
17	The following statement, if applicable: 'In case the company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.'	Not Applicable
18	Period of lock-in	Options granted under this Scheme shall not be pledged, hypothecated, mortgaged or otherwise transferred, assigned or alienated in any manner, and only the original Grantee shall have the right to Exercise the Options, except in the event of death where the nominee/ legal heir may exercise the Options as per the manner prescribed in the Scheme. The Shares issued upon exercise of the Options shall be freely transferable and shall not be subject to any lock-in period restrictions, subject to such restrictions as may be prescribed under Applicable Laws.

19	Terms & conditions for buyback, if any, of specified securities covered under these regulations	The procedure for buy-back of specified securities issued under the SEBI (SBEB) Regulations, if to be undertaken at any time by the Company, shall be administered and determined by the Committee, including: (i) permissible sources of financing for buy-back; (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and (iii) limits upon quantum of specified securities that the Company may buy-back in a financial year; 'Specified securities' shall have the meaning ascribed to it under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. The Eligibility Criteria and identification of eligible Employees.

The Board recommends the Special Resolution set out at Item No. 3 and 4 of Special Business for approval by the members.

ITEM NO 5: To approve and adopt 'BRRL - Performance Based Stock Unit Scheme, 2026' ("PSU 2026 or the Scheme") for grant of Performance-Based Stock Units to the eligible employees of the Company limited under Scheme 2026.
And
ITEM NO 6: To approve and adopt 'BRRL - Performance Based Stock Unit Scheme, 2026' ("PSU 2026 or the Scheme") for grant of Performance-Based Stock Units to the eligible employees of the subsidiary company under Scheme 2026.

Based on the recommendations/approvals of the Nomination and Remuneration Committee ("NRC") and the Board of Directors ("Board"), a proposal for approval and adoption of the 'BRRL - Performance Based Stock Unit Scheme, 2026' ("PSU 2026 or the Scheme") is being placed before the Members of the Company in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations").

The Scheme is rooted in the Company's philosophy of **"Where Commitment Leads to Ownership"** and is designed to attract, retain, motivate and reward eligible employees, as defined under the Scheme, by providing them with an opportunity to participate in the long-term growth and value creation of the Company through equity ownership and to recognize and reward the efforts of employees and their continued association with the Company and its subsidiary company(ies).

The term Company shall have the same meaning as defined under the Scheme 2026 and where the context requires, its subsidiary and associate company(ies).

In line with the Company's commitment to transparency and good governance, the key features of the Scheme are outlined below, in accordance with the disclosure requirements under Regulation 6(2) read with Schedule I, Part C of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:

Sr No.	Particular	Details
1	Brief description of the Scheme	The Scheme shall be called "BRRL - Performance Based Stock Unit Scheme, 2026" (hereinafter referred to as the "PSU 2026 or the Scheme") with the objective rooted in the Company's belief, "where Commitment Leads to Ownership", and is designed to attract, retain, motivate and reward eligible employees, as defined under the Scheme, by providing them with an opportunity to participate in the long-term growth and value creation of the Company through equity ownership and to recognize and reward the efforts of employees and their continued association with the Company and its subsidiary and associate company(ies). The Scheme shall be administered by the Nomination and Remuneration Committee ("Committee") and the Board of the Company.
2	The total number of options, SARs, shares or benefits, as the case may be, to be offered and granted	The Committee is authorised to create, issue, offer and grant upto 5,16,560 (Five Lakh Sixteen Thousand Five Hundred and Sixty Only) PSUs to present or future eligible employees of the Company, including employees of the subsidiaries and associate of the Company, whether in or outside India, determined in terms of the Scheme from time to time, in one or more tranches, where each such PSUs would be exercisable for one Equity Share having face value of Rs. 10/- each, fully paid-up, of the Company to be issued and be allotted to the eligible employees by the Company and on such terms and conditions as may be determined by the Board/Committee in accordance with the Scheme, the Act, SEBI (SBEB & SE) Regulations, the applicable Accounting Policies and Accounting Standards and such other laws, as may be applicable from time to time.

3	Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s)	The specific employees to whom the PSUs would be granted and their eligibility criteria shall be as follows: d) a permanent employee of the company who has been working in India or outside India; or e) a director of the company, whether a wholetime director or not but excluding an independent director; or f) an employee as defined in clauses (a) or (b) of a subsidiary, in India or outside India, or of a holding company of the company subject to its approval by the shareholders by way of a separate resolution. but does not include- iii. an employee who is a promoter or a person belonging to the promoter group; or iv. A director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the company. The appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance-linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time. PSUs may be granted to the Employees of the Company, as determined by the Committee at its sole discretion. The Company proposes to grant the PSUs to the senior management and executive directors of the Company and its subsidiary companies, as may be decided by the NRC. This is the initial identification, and the NRC shall determine the eligible employees under the Scheme 2026 from time to time. The Committee shall have absolute discretion to select employees to whom PSUs may be granted under this Scheme and to determine the quantum of PSUs and terms thereof.

4	Requirements of vesting and period of vesting	The PSUs granted under this Scheme shall vest after a minimum Vesting Period of 1 (One) year and not later than 10 (Ten) years from the date of Grant of such PSUs, and would be subject to continued employment with the Company, and further that the Vesting schedule and specific Vesting Conditions subject to which Vesting would take place shall be specified in the letter issued to the PSUs at the time of Grant.
5	Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options / SARs / benefits shall be vested	The PSUs granted under this Scheme shall vest after a minimum Vesting Period of 1 (One) year and not later than 10 (Ten) years from the date of Grant of such PSUs.
6	Exercise price, SAR price, purchase price or pricing formula	The exercise price shall not be less than the face value and shall not be more than fair market value (FMV) of an equity share of the company at the time of grant of PSUs as determined by NRC from time to time and shall be in conformity with the applicable accounting policies, if any.
7	Exercise period/offer period and process of exercise/ acceptance of offer	The exercise period would commence from the date of vesting of PSUs and will expire at the end of 5 (Five) years from the date of vesting of PSUs.
8	The appraisal process for determining the eligibility of employees for the scheme(s)	The appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance-linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time. PSUs may be granted to the Employees of the Company and to the employees of subsidiary of the Company, as determined by the Committee at its sole discretion.
9	Maximum number of options, SARs, shares, as the case may be, to be offered	The aggregate number of PSUs under the Scheme shall not be more than 5,16,560 (Five Lakh Sixteen Thousand Five Hundred and Sixty Only), exercisable into not more than 5,16,560

	and issued per employee and in aggregate, if any	(Five Lakh Sixteen Thousand Five Hundred and Sixty Only) shares of Rs. 10/- (Ten) each fully paid up, with each such PSUs conferring a right upon the Employees to apply for one Share in the Company in accordance with the terms and conditions as may be decided by the Committee.
10	Maximum quantum of benefits to be provided per employee under a scheme(s)	The maximum quantum of benefits to the eligible employees under the Scheme will depend upon the price of the equity shares of the Company considered for the purpose of grant of PSUs and the market price of the equity shares of the Company on the date of exercise of PSUs.
11	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust	The Scheme shall be administered directly by the Company through the Committee.
12	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both	The Scheme contemplates issuance of new shares by the Company.
13	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	Not Applicable, as the Scheme shall be administered directly by the Company through the Committee, and not through trust.
14	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)	Not Applicable, as the Scheme shall be administered directly by the Company through the Committee, and not through a trust.
15	A statement to the effect that the company shall conform to the accounting policies specified in regulation 15	The Company undertakes to comply with the requirements including the disclosures requirements of the Accounting Standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including any Guidance Note on Accounting for

		PSUs issued in that regard, from time to time (as specified in regulation 15).
16	The method which the company shall use to value its options or SARs	The Company shall adopt fair value method for valuation of the PSU.
17	The following statement, if applicable: 'In case the company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.'	Not Applicable
18	Period of lock-in	The equity shares allotted pursuant to the exercise of vested PSUs shall be subject to a lock-in period of up to five (5) years, as may be determined by the Committee at the time of grant or such other time as it may deem appropriate.
19	Terms & conditions for buyback, if any, of specified securities covered under these regulations	The procedure for buy-back of specified securities issued under the SEBI (SBEB) Regulations, if to be undertaken at any time by the Company, shall be administered and determined by the Committee, including: (i) permissible sources of financing for buy-back; (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and

		(iii) limits upon quantum of specified securities that the Company may buy-back in a financial year; 'Specified securities' shall have the meaning ascribed to it under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. The Eligibility Criteria and identification of eligible Employees.

The Board recommends the Special Resolution set out at Item No. 5 and 6 of the Notice for approval by the members.

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

Sd/-

____
Bhagyashree Mehadia
Company Secretary & Compliance Officer
ACS: 77087

Place: Mumbai
Date: 20/07/2026

ANNEXURE – I

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 ensuing ………………Annual 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 FURTHER 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 – II

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

as my / our proxy and to attend and vote (on a poll) for me / us on my / our behalf at the 19th Annual General Meeting of the Company scheduled to be held on Friday, August 14, 2026 at 04:00 p.m. at Westin Grand Ballroom, International Business Park, Oberoi Garden City, Goregaon (East), Mumbai - 400063 India and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

R .No.	Resolutions	Business	For	Against
1.	To consider and adopt the Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2026 together with the reports of the Board of Directors ('the Board') and auditors thereon.	Ordinary		
2.	To reappoint Mr. Sanjay Nathalal Shah, Director of the Company liable to retire by rotation.	Ordinary		
3.	To regularize Additional (Non-Executive Non-Independent) Director Mr. Prashant Shirsat (DIN: 05212829), as the director of the company.	Special		
4.	To consider and approve the closure of the Fixed Deposit Scheme of the Company.	Special		
5.	To approve and adopt Employee Stock Option Scheme called "BRRL – Employee Stock Option Scheme 2026" ("ESOP 2026 or the Scheme").	Special		
6.	To approve and adopt Employee Stock Option Scheme called "BRRL – Employee Stock Option Scheme 2026" ("ESOP 2026 or the Scheme") to the employees of subsidiary, holding and associate companies of the Company.	Special		
7.	To approve and adopt 'BRRL - Performance Based Stock Unit Scheme, 2026' ("PSU 2026 or the Scheme") for grant of Performance-Based Stock Units to the eligible employees of the Company limited under Scheme 2026.	Special		
8.	To approve and adopt 'BRRL - Performance Based Stock Unit Scheme, 2026' ("PSU 2026 or the Scheme") for grant of Performance-Based Stock	Special		

	Units to the eligible employees of the subsidiary company under Scheme 2026.			

Signed this_____________ day of __________ 2026

Signature of Shareholder:

Affix Revenue Stamp of Rupee 1 Only

______________ ________________ _________________

Signature of First Proxy Holder

Signature of Second Proxy Holder

Signature of Third Proxy Holder

(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 – III

ATTENDANCE SLIP
(To be presented at the entrance)
19th ANNUAL GENERAL MEETING
at Westin Grand Ballroom, International Business Park, Oberoi Garden City, Goregaon (East), Mumbai - 400063 India

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 19th Annual General Meeting of the Company held Friday, August 14, 2026 at 04:00 p.m. at Westin Grand Ballroom, International Business Park, Oberoi Garden City, Goregaon (East), Mumbai - 400063 India.

………………………… ……………………………
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 – IV

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 July 20, 2026 by recording, my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below:

R No.	Resolutions	Type of Business	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, 2026 together with the reports of the Board of Directors ('the Board') and auditors thereon.	Ordinary			
2.	To reappoint Mr. Sanjay Nathalal Shah of Director of the Company liable to retire by rotation.	Ordinary			
3.	To regularize Additional (Non-Executive Non-Independent) Director Mr. Prashant Shirsat	Special			

	(DIN: 05212829), as the director of the company.				
4.	To consider and approve the closure of the Fixed Deposit Scheme of the Company.	Special			
5.	To approve and adopt Employee Stock Option Scheme called "BRRL – Employee Stock Option Scheme 2026" ("ESOP 2026 or the Scheme").	Special			
6.	To approve and adopt Employee Stock Option Scheme called "BRRL – Employee Stock Option Scheme 2026" ("ESOP 2026 or the Scheme") to the employees of subsidiary, holding and associate companies of the Company.	Special			
7.	To approve and adopt 'BRRL - Performance Based Stock Unit Scheme, 2026' ("PSU 2026 or the Scheme") for grant of Performance-Based Stock Units to the eligible employees of the Company limited under Scheme 2026.	Special			
8.	To approve and adopt 'BRRL - Performance Based Stock Unit Scheme, 2026' ("PSU 2026 or the Scheme") for grant of Performance-Based Stock Units to the eligible employees of the subsidiary company under Scheme 2026.	Special			

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 17th July, 2026.

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.

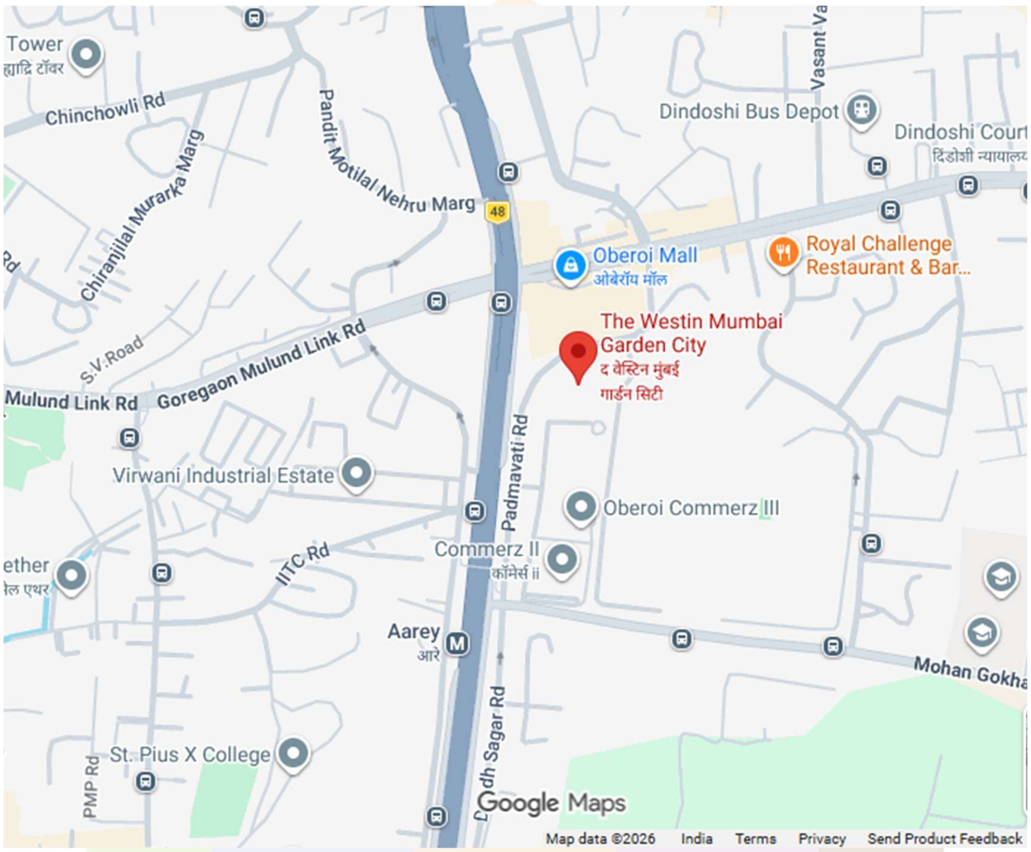
6. In case the shares are held by Companies, trusts, societies, etc., the duly completed Ballot form should be accompanied by a certified true copy of the relevant Board Resolution together with their specimen signatures authorizing their representative.

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 – V

ROUTE MAP:



Google Map link:
https://maps.app.goo.gl/7jmWVx4ubGnFoeze7

ANNEXURE – VI

Additional information on directors for appointment/reappointment as required under section 102 of the Act, 2013, Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and applicable Secretarial Standards:

Name of Director	Mr. Sanjay Nathalal Shah
Brief Profile	Mr. Sanjay Shah is a Chartered Accountant and Commerce postgraduate with over 20 years of experience across corporate finance, strategic investments, and real estate project development. He brings a unique blend of financial acumen, strategic vision, and deep domain expertise in the real estate sector. With a vision to unlock value from distressed, disputed, and stalled projects, he focused on creating sustainable developments while addressing the aspirations of families awaiting quality homes. Driven by the belief that redevelopment is not merely about constructing buildings but about transforming lives and communities, he has consistently championed projects that deliver long-term social and economic value. Under his leadership, the Company has evolved into a listed real estate developer with a strong and expanding development platform. His leadership is anchored in responsible urban transformation, transparent governance, financial discipline, and sustainable growth. Every project undertaken by the Company reflects his commitment to rehabilitating communities with dignity, revitalising neighbourhoods responsibly, and contributing meaningfully to the development of a stronger and more resilient Mumbai.
Age	47 Years
Nature of Expertise in specific functional area	He has expertise in real estate, finance, taxation, and audit.
Disclosure of relationship between inter se KMP and other Directors	Mr. Sanjay Nathalal Shah is not related to any KMP and other Director of the Company.
Listed Entities (Other than B-Right Realestate Limited) in	Nil

which Mr. Sanjay Nathalal Shah holds directorship and committee membership:	
Listed entities from which Mr. Sanjay Nathalal Shah has resigned in the past 3 years.	Nil
Shareholding in the Company as on 31.03.2026	16 Equity Shares
Key terms & conditions of appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Date of first appointment to the Board	30 November, 2021
No. of Board meetings attended during the financial year 2025-26.	The company has conducted a total of 6 Board meetings in the financial year 2025-26 and Mr. Sanjay Nathalal Shah attended all 6 Board meetings.

ANNEXURE – VII

Additional information on directors for appointment/reappointment as required under section 102 of the Act, 2013, Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and applicable Secretarial Standards:

Name of Director	Mr. Prashant Shirsat
Brief Profile	Mr. Prashant Shirsat (Aarnavv Shirsat) is a seasoned professional with extensive experience in branding, marketing, media planning, public relations, and real estate development. As the founder of **Bombay Highlines**, he has successfully translated his vision into creating premium residential and commercial developments across Mumbai. With expertise spanning the entire project lifecycle—from ideation and market research to project costing, execution, and sales strategy—Mr. Shirsat combines creative vision with strategic planning to deliver commercially successful and customer-centric developments. His strong capabilities in land acquisition, redevelopment, stakeholder engagement, and project execution have contributed significantly to the successful delivery of real estate projects. Recognised for his strategic leadership, operational excellence, and extensive industry network, Mr. Shirsat is committed to delivering high-quality developments while fostering sustainable growth and long-term value creation. Beyond business, he actively supports social and environmental initiatives through the **iTree Foundation**, reflecting his commitment to responsible and inclusive development.
Age	47 Years
Nature of Expertise in specific functional area	He has expertise in branding, marketing, media planning, and public relations.
Disclosure of relationship between inter se KMP and other Directors	Mr. Prashant Shirsat is not related to any KMP and other Director of the Company.
Listed Entities (Other than B-Right Realestate Limited) in which Mr. Prashant Shirsat holds directorship and	Nil

committee membership:	
Listed entities from which Mr. Prashant Shirsat has resigned in the past 3 years.	Nil
Shareholding in the Company as on 31.03.2026	Nil
Date of first appointment to the Board	13 November, 2025
No. of Board meetings attended during the financial year 2025-26.	The company has conducted a total of 6 Board meetings in the financial year 2025-26 and Mr. Prashant Shirsat has attended 1 Board meeting post his appointment.