Brigade Enterprises Limited
Corporate Identity Number (CIN): L85110KA1995PLC019126
Registered Office : 29th & 30th Floors, World Trade Center
Brigade Gateway Campus, 26/1, Dr. Rajkumar Road
Malleswaram-Rajajinagar, Bengaluru - 560 055, India
T: +91 80 4137 9200 F: +91 80 2221 0784
E: enquiry@brigadegroup.com www.brigadegroup.com

BRIGADE
Building Positive Experiences

Ref: BEL/AGM/NSEBSE/29072019

29th July, 2019

Listing Department
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051
Fax Nos. : 022-26598237/38

Department of Corporate Services - Listing
BSE Limited
P. J. Towers
Dalal Street
Mumbai - 400 001
Fax Nos.: 022- 22722037/2039

NSE Scrip Symbol: BRIGADE/ BSE Scrip Code: 532929

Dear Sir/Madam,

Sub: Notice of the Twenty Fourth (24th) Annual General Meeting Notice - Corrigendum

This relates to our intimation vide reference no. BEL/AGM/NSEBSE/19072019 dated 19th July, 2019 relating to the Notice of the Twenty Fourth Annual General Meeting of the Company scheduled to be held at 11.30 a.m. on Wednesday, August 14, 2019 at The Lalit Ashok Bangalore, Grand Ball Room, Kumara Krupa High Grounds, Bangalore - 560001. In the said Notice relating to Item no. 9 pertaining to issue of convertible warrants the relevant date was inadvertently mentioned as July 12, 2019 instead of July 15, 2019.

The corrigendum to the Notice of the Twenty Fourth Annual General Meeting dated July 25, 2019 and explanatory statement with the corrected relevant date as July 15, 2019 has been emailed / dispatched to the registered email ids/ address of the Shareholders of the Company.

We are enclosing herewith the Corrigendum to the Notice for the 24th Annual General Meeting of the Company.

The intimation is pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above information on your records.

Thanking You,

Yours faithfully,
For Brigade Enterprises Limited

P. Om Prakash
Company Secretary & Compliance Officer
Encl.: a/a

BRIGADE

Brigade Enterprises Limited

CIN: L85110KA1995PLC019126

Regd. Off.: 29th & 30th Floor, World Trade Center Brigade Gateway Campus, 26/1, Dr. Rajkumar Road Malleswaram-Rajajinagar, Bengaluru – 560 055 Phone no. 080 41379200 Fax No. 080 41379321

Website : www.brigadegroup.com Email Id : investors@brigadegroup.com

Notice of the Twenty Fourth (24th) Annual General Meeting – Corrigendum

In Item no. 9 of the notice dated July 15, 2019 convening the Twenty Fourth Annual General Meeting of Brigade Enterprises Limited scheduled at 11.30 a.m. on Wednesday, August 14, 2019 at The Lalit Ashok Bengaluru, Grand Ball Room, Kumara Krupa High Grounds, Bengaluru – 560001 relating to issue of Convertible Warrants wherein inadvertently the relevant date was mentioned as July 12, 2019 instead of July 15, 2019.

Members are requested to look at the revised Item no. 9 and explanatory statement attached thereto as under:

Special Business

9. To approve the issue of Convertible Warrants on a preferential basis :

The Board of Directors recommends 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 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the "Act"), the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India ("SEBI"), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time {"SEBI (LODR), 2015"}, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended or re-enacted from time to time {"SEBI (ICDR) Regulations, 2018"} Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 {"SEBI (SAST) Regulations, 2011"} and subject to necessary approvals, permissions, sanctions and consents, if any and as may be required from other statutory authorities and from National Stock Exchange of India Limited (NSE) & BSE Limited (BSE) and subject to such other approvals, permissions, sanctions and consents as may be necessary under all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time, in one or more tranches in aggregate and upto 42,75,000 (Forty Two Lakhs and Seventy Five Thousand) Convertible warrants ("Warrants") at a price of ₹ 269/- per Warrant, each convertible into or exchangeable for One (1) equity share of face value of ₹ 10/- each ("the Equity Shares") at a premium of ₹ 259/- per share aggregating to ₹ 114,99,75,000/- (Rupees One Hundred and Fourteen Crores Ninety Nine Lakhs and Seventy Five Thousand only) to the following persons/ entities forming part of the Promoter Group ("Proposed Allottees") on a preferential basis, for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations, 2018 and or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members.

S. No.	Name of the Proposed Allottees	Category	No. of Warrants
1	Mysore Holdings Private Limited	Promoter Group Entity	38,67,000
2	M. R. Gurumurthy	Promoter Group	2,97,000
3	M. R. Shivram	Promoter Group	1,11,000
			42,75,000

RESOLVED FURTHER THAT the "Relevant Date" in accordance with SEBI (ICDR) Regulations would be July 15, 2019 the date 30 days prior to the date of this 24th Annual General Meeting for the purpose of above mentioned issue of Warrants convertible into Equity Shares in one or more tranches within a period of 18 months from the date of allotment of Warrants.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

(i) The proposed Warrants shall be issued and allotted by the Company to Proposed Allottees within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals;

(ii) Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;

(iii) The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalisation of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations, 2018 and all other applicable regulations from time to time;

(iv) Warrant subscription price equivalent to 25% of the issue price will be payable at the time of subscription of Convertible Warrants, as prescribed by the SEBI (ICDR) Regulations, 2018, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. Warrant exercise price equivalent to the 75% of the issue price of the equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of Warrants in to Equity Shares;

(v) The Warrant holder(s) shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares;

(vi) The Equity Shares to be so allotted on exercise of Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;

(vii) In the event the Warrant holder(s) does not exercise the Convertible Warrants within Eighteen (18) months from the date of allotment of the Convertible Warrants, then such Warrants shall lapse and the amount paid shall stand forfeited by the Company;

(viii) The Convertible Warrants issued and allotted will be transferable within the Promoter Group subject to compliance of applicable provisions and subject to such other approvals as may be necessary from time to time;

(ix) The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

(x) The Warrants and the Equity Shares being allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, the number of equity shares to be allotted, finalising the terms of agreement(s) and other related document(s), if any, to be executed including amendments thereto, provide any clarifications related to offer, issue and allotment of Warrants and Equity Shares, listing of Equity Shares on Stock Exchanges and authorise to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors), utilisation of proceeds of issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) or authorised signatory(ies) of the Company and generally to do all such acts, deeds and things as may be required in connection with the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any Governmental or regulatory authorities and to appoint/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalise their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorised to make requisite filing with concerned regulatory/Government authorities / depository(ies), Stock Exchanges and/ or any other regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

RESOLVED FURTHER THAT all action(s) taken by the Board or Committee(s) thereof, any Director(s) or Officer(s) or any other authorised signatories of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

Place : Bengaluru
Date : July 25, 2019

By Order of the Board
For Brigade Enterprises Limited

P. Om Prakash
Company Secretary & Compliance Officer

EXPLANATORY STATEMENT RELATING TO SPECIAL BUSINESS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No.9:

The resolution relating to item no. 9 of the notice for the Twenty Fourth (24th) Annual General Meeting dated July 15, 2019 had mentioned inadvertently the relevant date for the preferential issue of Convertible Warrants as July 12, 2019 instead of July 15, 2019. This corrigendum for the notice of the 24th Annual General Meeting is being issued for the same.

Brigade is in all domains of real estate development be it residential, office, retail and hospitality business. There are currently ongoing real estate projects aggregating to 18.74 mn. sqft. of saleable area, residential projects aggregating to 12.92 mn. sqft. commercial projects aggregating to 5.47 mn. sqft. and hospitality projects aggregating to 444 Keys.

The projects in the pipeline along with the ongoing projects will enable us to reach 100 mn sqft. in a short period of time with our aggressive plans. This will entail financial resources necessary to be deployed both in terms of equity as well as debt. To part fund the aggressive plans, the proposal for issue Warrants has been approved by the Board of Directors.

The Board of Directors of the Company at their meeting held on Monday, July 15, 2019 had approved the issue of Warrants and accordingly proposes to issue and allot in aggregate upto 42,75,000 (Forty Two Lakhs and Seventy Five Thousands) Convertible warrants ("Warrants") at a price of ₹ 269/- per Warrant, each convertible into or exchangeable for One (1) equity share of face value of ₹ 10/- each ("the Equity Shares") at a premium of ₹ 259/- per share aggregating to ₹ 114,99,75,000/- (Rupees One Hundred and Fourteen Crores Ninety Nine Lakhs and Seventy Five Thousand only) to Promoter Group / Promoter Group Entity as defined in SEBI (ICDR) Regulations, 2019 ("Proposed Allottees") under Promoter Category on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations, 2018. Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised at any time during the period of Eighteen (18) months from the date of allotment of Warrants, as the case may be, on such other terms and conditions as applicable, entitling the Proposed Allottees to subscribe to and be allotted the Warrants convertible into Equity Shares of the Company.

The disclosures relating to Warrants in terms of applicable provisions of the Companies Act, 2013 read with related Rules thereto and SEBI (ICDR) Regulations, 2018 are as under:

1. **The objects of the preferential issue:**

   The Company shall utilise the proceeds from the preferential issue of Warrants to part finance the capital requirement for the purpose of business requirements and general corporate purposes so that borrowing to that extent is drawn from the banks.

2. **Number of shares and Pricing of Preferential issue:**

   It is proposed to issue and allot in aggregate upto 42,75,000 (Forty Two Lakhs and Seventy Five Thousands) Warrants at a price of ₹ 269/- per Warrant, each convertible into or exchangeable for One (1) Equity Share of face value of ₹ 10/- at a premium of ₹ 259/- per share aggregating to ₹ 114,99,75,000/- (Rupees One Hundred and Fourteen Crores Ninety Nine Lakhs and Seventy Five Thousand only) to proposed allottees.

3. **Basis on which the price has been arrived at:**

   The equity shares of Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) where the shares of the Company are frequently traded in accordance with SEBI (ICDR) Regulations, 2018. The relevant exchange for computation of the price for each warrant convertible into per equity share is NSE as the volume traded is the highest for the relevant period taken for the purpose of calculation has been considered.

   In terms of the applicable provisions of SEBI (ICDR) Regulations, 2018, the price at which Warrants shall be allotted shall not be less than higher of the following:

   (a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty Six (26) weeks preceding the Relevant Date; or

   (b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

The pricing of the Warrants to be allotted on preferential basis is ₹ 269/- per Warrant convertible into equivalent number of Equity Shares of face value of ₹ 10/- each, which is not lower than the price determined in accordance with Regulation 164 of SEBI (ICDR) Regulations, 2018.

Since the equity shares of the Company have been listed on the recognised Stock Exchanges for a period of more than 26 weeks prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under the relevant provisions of the SEBI (ICDR) Regulations, 2018.

4. **Relevant Date:**

The "Relevant Date" in accordance with SEBI (ICDR) Regulations, 2018 would be July 15, 2019 the date 30 days prior to the date of this 24th Annual General Meeting for the purpose of above mentioned issue of Warrants.

5. **The shareholding pattern of the Company before the proposed issue and after the proposed Conversion of Warrants is as follows:**

Sl. No.	Category	Pre-issue Shareholding		Post issue Shareholding (Post conversion of Warrants)	
		No. of Equity Shares	% of shareholding	No. of Equity Shares	% of shareholding
A	**Promoters and Promoter Group Holding**				
1	Indian Promoters / Promoter Group :				
	Individuals / HUF	63468915	46.60	63876915	45.47
	Bodies Corporate	319779	0.23	4186779	2.98
	Sub Total	**63788694**	**46.83**	**68063694**	**48.45**
2	Foreign Promoters / Promoter Group :	-	-	-	-
	Sub Total (A)	**63788694**	**46.83**	**68063694**	**48.45**
B1	**Non- Promoters' holding :**				
	Institutions:				
	Mutual Funds	19001738	13.95	19001738	13.53
	Venture Capital Fund	-	-	-	-
	Alternate Investment Funds	33232	0.02	33232	0.02
	Foreign Portfolio Investor (Corporate)	8546745	6.27	8546745	6.08
	Financial Institutions / Banks	863982	0.63	863982	0.61
	Foreign Institutional Investors (FII)	8466117	6.22	8466117	6.03
	Insurance Companies	1879731	1.38	1879731	1.34
	Sub Total (B1)	**38791545**	**28.47**	**38791545**	**27.61**
B2	**Others :**				
	Individuals	6872372	5.05	6872372	4.89
	Bodies Corporate	1277563	0.94	1277563	0.91
	Non-Resident Indians (Repatriable)	467767	0.34	467767	0.34
	Non-Resident Indians (Non- Repatriable)	126659	0.09	126659	0.09
	Clearing Members	44242	0.03	44242	0.03
	Directors and relatives	21558457	15.82	21558457	15.36
	Employees	505420	0.37	505420	0.36
	Trusts	2415	-	2415	-
	NBFCs	4837	-	4837	-
	Hindu Undivided Family	2740524	2.01	2740524	1.95
	IEPF	17066	0.01	17066	0.01
	Foreign Portfolio Investor (Individual)	-	-	-	-
	Sub Total (B2)	**33617322**	**24.70**	**33617322**	**23.94**
	Grand Total (A+B1+B2)	**136197561**	**100**	**140472561**	**100**

Notes:

- The pre-issue shareholding pattern is as on July 8, 2019;
- In the event any of the Employee Stock Options are exercised or further issue of shares by the Company between the date of this notice and the date of allotment of equity shares on conversion of warrants, the shareholding pattern shall stand modified accordingly; and
- The shareholding as shown in post conversion of Warrants is calculated assuming full conversion of Convertible Warrants into the Equity Shares of the Company.

6. **Proposal / Intention of Promoters, Directors or Key Managerial Personnel(s) to subscribe the offer:**

   M/s. Mysore Holdings Private Limited, Promoter Group Entity, M. R. Gurumurthy and M. R. Shivram, part of Promoter Group, are intending to participate / subscribe to the proposed issue and no other Director(s) or Key Managerial Personnel(s) are subscribing to this offer.

7. **The proposed time within which the issue or allotment shall be completed:**

   As required under the SEBI (ICDR) Regulations, 2018, Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of such approvals.

8. **Change in control, if any, in the Company that would occur consequent to the preferential offer:**

   There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Warrants and including the conversion thereof into Equity Shares of the Company.

9. **No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

   During the period from April 1, 2019 till date of notice of this 24th Annual General Meeting, the Company has not made any preferential allotments, except for allotment of equity shares pursuant to employee stock option schemes of the Company on exercise of options vested by the eligible employees.

10. **Valuation for consideration other than cash:** Not applicable

11. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not applicable.

12. **Lock-in period:**

    The Warrants and the Equity Shares being allotted pursuant to exercise of such Convertible Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations, 2018.

13. **Listing:**

    The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the equity shares being issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

14. **Auditors' Certificate:**

    The Certificate being issued by M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2018, will be placed before the Members at the 24th Annual General Meeting and will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, upto the date of this 24th Annual General Meeting .

15. Other Disclosures / Undertakings:

a. It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter.

b. The Proposed Allottees have not sold any equity shares of the Company during the six months preceding the Relevant Date.

16. Identity of Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

Name & Address of the Proposed Allottees	Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Shareholding		No. of Warrants to be issued	Shareholding post exercise of warrants	
			No. Of Shares	%		No. Of Shares	%
M/s. Mysore Holdings Private Limited Address: 29th Floor, World Trade Center, Brigade Gateway Campus, 26/1, Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bengaluru - 560055	Promoter Group Entity	*M. R. Jaishankar, Githa Shankar and Nirupa Shankar	3,19,779	0.23	38,67,000	41,86,779	2.98
M. R. Gurumurthy	Promoter Group		11,28,784	0.83	2,97,000	14,25,784	1.01
M. R. Shivram	Promoter Group		37,77,090	2.77	1,11,000	38,88,090	2.77

Notes:

* Mr. M. R. Jaishankar, Ms. Githa Shankar are the promoters of Brigade Enterprises Limited. Ms. Nirupa Shankar is the daughter of Mr. M. R. Jaishankar and Ms. Githa Shankar, she forms part of the promoter group.

- The pre-issue shareholding pattern is as on July 8, 2019;
- In the event any of the Employee Stock Option Plans are exercised or further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on conversion of warrants, the shareholding pattern shall stand modified accordingly to the extent of dilution in percentage of shareholding in the Company of the proposed allottees;
- The shareholding post exercise of warrants as shown above is calculated assuming full conversion of Convertible Warrants into the Equity Shares of the Company.
- The Promoter / Promoter Group shareholding can be seen in the detailed, shareholding pattern mentioned as part of the explanatory statement .
- The Shareholding of Mr. M. R. Shivram includes Mr. M. R. Shivram – HUF shareholding apart from his individual shareholding.
- The Shareholding of Mr. M. R. Gurumurthy includes shareholding Mr. M. R. Gurumurthy jointly with Ms. M. G. Sujatha Devi apart from his individual shareholding.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018 and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interests of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 9 in the accompanying notice for your approval.

None of the Directors or Key Managerial Personnel(s) of the Company or their relatives, other than Mr. M. R. Jaishankar, Ms. Githa Shankar, Ms. Pavitra Shankar, Ms. Nirupa Shankar and Mr. Amar Mysore are concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

Place : Bengaluru
Date : July 25, 2019

By Order of the Board
For Brigade Enterprises Limited

P. Om Prakash
Company Secretary & Compliance Officer

Registered Office:
29th & 30th Floors, World Trade Center
26/1, Brigade Gateway Campus
Dr. Rajkumar Road,
Malleswaram-Rajajinagar
Bengaluru – 560 055
CIN: L85110KA1995PLC019126
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Website: www.brigadegroup.com