**Brigade Enterprises Limited**
Corporate Identity Number (CIN) : L85110KA1995PLC019126
Area Office : D No G3, Ashoka Capital, Road No. 2
Banjara Hills, Hyderabad - 500 033, Telangana, India
T : +91 70323 35432
E : enquiry@brigadegroup.com W : www.brigadegroup.com

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Ref: BEL/NSEBSE/VR/29092020

29th September, 2020

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

**Re.: Scrip Symbol: BRIGADE/Scrip Code: 532929**

Dear Sir,

**Sub: Proceedings, Voting Results & Scrutinizer's Report of the Twenty Fifth Annual General Meeting**

The Twenty Fifth Annual General Meeting of the Company was held today as scheduled on Tuesday, 29th September, 2020 at 11:00 a.m. through Video Conferencing ('VC').

Mr. K. Rajashekar, Practising Company Secretary (Membership No. 4078) was the scruitinizer for the E-voting and Instapoll and based on his report all the resolutions were duly passed with requite majority.

We are enclosing the following relating to the Twenty Fifth Annual General Meeting:

- Proceedings of the Twenty Fifth Annual General Meeting under Regulation of 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- Voting results (E-voting & Instapoll) of the Resolutions passed pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- The report of the Scrutinizer on the voting results (E-voting & Instapoll) pursuant to provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,
**For Brigade Enterprises Limited**

**P. Om Prakash**
**Company Secretary & Compliance Officer**

Encl.: a/a

**Brigade Enterprises Limited**
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## BRIGADE ENTERPRISES LIMITED

### SUMMARY OF THE PROCEEDINGS OF THE 25TH ANNUAL GENERAL MEETING HELD ON TUESDAY 29TH SEPTEMBER, 2020 FROM 11.00 A.M TO 12.15 P.M. THROUGH VIDEO CONFERENCING FACILITY

Present:

| S. No. | Name | Designation | Participated in the Video Conferencing from |
|---|---|---|---|
| 1. | Mr. M R Jaishankar | Chairman and Managing Director | Registered & Corporate Office, Bangalore |
| 2. | Mr. Amar Mysore | Executive Director | |
| 3. | Ms. Pavitra Shankar | Executive Director | |
| 4. | Mr. Roshin Mathew | Executive Director | |
| 5. | Ms. Nirupa Shankar | Executive Director | Residence, Bangalore |
| 6. | Mr. Aroon Raman | Independent Director and Chairperson of the Nomination & Remuneration Committee | Residence, Bangalore |
| 7. | Mr. Bijou Kurien | Independent Director | Residence, Bangalore |
| 8. | Ms. Lakshmi Venkatachalam | Independent Director | Residence, Bangalore |
| 9. | Mr. Pradeep Kumar Panja | Independent Director and Chairperson of the Audit Committee | Residence, Bangalore |
| 10. | Dr. Venkatesh Panchapagesan | Independent Director and Chairperson of the Stakeholders Relationship Committee | Residence, Bangalore |

In Attendance - Key Managerial Personnel

| S. No. | Name | Designation | Participated in the Video Conferencing from |
|---|---|---|---|
| 1 | Mr. P. Om Prakash | Company Secretary & Compliance Officer | Registered & Corporate Office, Bangalore |
| 2 | Mr. Atul Goyal | Chief Financial Officer | |

By Invitation

| S. No. | Name | Designation | Participated in the Video Conferencing from |
|---|---|---|---|
| 1. | Mr. Adarsh Ranka | Partner, M/s. S.R. Batliboi and Associates LLP, Statutory Auditors | Office, Bangalore |
| 2. | Mr. Sudhir Jain | Partner, M/s. S.R. Batliboi and Associates LLP, Statutory Auditors | Residence, Bangalore |

BRIGADE ENTERPRISES LTD. BANGALORE 560 055

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| | | | |
|---|---|---|---|
| 3. | Mr. Bhanu Prakash | Partner, M/s Grant Thornton India LLP, Internal Auditors | Residence, Bangalore |
| 4, | Mr. K. Rajshekar | Secretarial Auditor and Scrutinizer for E-Voting and Insta-Voting | Office, Bangalore |
| 5. | Mr. M R Krishna Murthy | Partner, M/s Murthy & Co. LLP, Cost Auditors | Office, Bangalore |

**Shareholders Present at the Meeting:**

A total of 79 Shareholders were present at the meeting through Video Conferencing facility.

The Company Secretary welcomed the members to the Meeting which was held through VC as permitted by the Ministry of Corporate Affairs and Securities & Exchange Board of India. He then introduced the Board of Directors and Key Managerial Personnel.

He then briefed the members that the Statutory Registers and certificates issued by Statutory Auditors are in due compliance of SEBI Regulations are available for electronic inspection during the meeting.

The Company Secretary further informed that the facility of remote E-Voting to vote on the proposed resolutions from 26th September, 2020 (9.00 a.m.) to 28th September, 2020 (5.00 p.m.). The cut-off date to determine the Shareholders eligible for E-Voting was 22nd September, 2020.

It was informed to the members that requisite quorum for the meeting is present and requested to Mr. M. R. Jaishankar, Chairman and Managing Director to conduct further proceedings

Mr. M. R. Jaishankar, Chairman and Managing Director Chaired the meeting.

The Chairman welcomed the members and delivered his speech.

Members who have not voted through remote E-Voting can vote using the Voting option made available by Kfintech, appearing at the left hand bottom of the screen, once the same is enabled on the instructions of the Chairman.

The Company has appointed Mr. K. Rajshekar, Practicing Company Secretary, as the Scrutinizer to scrutinize the E-Voting process.

The Company had availed E-voting facility from M/s KFin Technologies Private Limited to enable Shareholders to vote in electronic form & for those members who had not exercised their vote through remote E-Voting facility, facility to cast their vote electronically was provided through Instapoll during the course of the Meeting. This is in accordance with the provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

BRIGADE ENTERPRISES LTD. BANGALORE 560 055

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The Chairman moved the resolutions listed in the notice of the Twenty Fifth Annual General Meeting and informed that Instapoll for voting at the meeting is activated and Shareholders who have not done E-Voting earlier can vote now.

The following resolutions were transacted in the meeting:

| Resolution No | Description of the Resolutions passed | Type of Resolution | Mode of Voting |
|---|---|---|---|
| 1 | Adoption of Annual Accounts and Reports thereon (Standalone and Consolidated) for the financial year ended 31st March, 2020. | Ordinary Resolution | E-Voting & Instapoll |
| 2 | Confirmation of Dividend. | Ordinary Resolution | E-Voting & Instapoll |
| 3 | Re-appointment of Mr. Amar Mysore, as a Director liable to retire by rotation | Ordinary Resolution | E-Voting & Instapoll |
| 4 | Re-appointment of Ms. Nirupa Shankar, as a Director liable to retire by rotation | Ordinary Resolution | E-Voting & Instapoll |
| 5 | Re-Appointment of Mr. Bijou Kurien as an Independent Director of the Company. (Special Resolution) | Special Resolution | E-Voting & Instapoll |
| 6 | Appointment of Mr. Roshin Mathew as Wholetime Director of the Company. | Ordinary Resolution | E-Voting & Instapoll |
| 7 | Ratification of remuneration payable to M/s. Murthy & Co. LLP, Cost Accountants, Cost Auditors for the financial year 2019-20. | Ordinary Resolution | E-Voting & Instapoll |
| 8 | Remuneration payable to Executive Promoter Directors in excess of the threshold limit as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | Special Resolution | E-Voting & Instapoll |
| 9 | Fund Raising by the Company by Issue of Securities (Special Resolution) | Special Resolution | E-Voting & Instapoll |

BRIGADE ENTERPRISES LTD. BANGALORE 560 055

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The Chairman invited queries from the Shareholders. The questions raised by Speaker Shareholders who had registered for the same and the queries received by email from Shareholders were answered by the Chairman.

The Chairman requested the Shareholders who have not completed the Instapoll to complete the same. He further informed that Mr. K. Rajshekar, Practicing Company Secretary is the scrutinizer for the E-Voting and Instapoll. The Chairman authorised the Company Secretary to declare the consolidated voting results.

The Chairman declared the meeting closed at 12. 15 p.m.

For Brigade Enterprises Limited

Company Secretary

BRIGADE ENTERPRISES LTD. BANGALORE 560 055

| | |
|---|---|
| | BRIGADE ENTERPRISES LTD |
| **Date of the AGM/EGM** | 29-09-2020 |
| **Total number of shareholders on record date** | 53182 |
| **No. of shareholders present in the meeting either in person or through proxy:** | |
| **Promoters and Promoter Group:** | NA |
| **Public:** | NA |
| **No. of Shareholders attended the meeting through Video Conferencing** | |
| **Promoters and Promoter Group:** | 11 |
| **Public:** | 68 |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Resolution No. | 1 | | | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2020. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 9,56,83,035 | 9,56,83,035 | 100.0000 | 9,56,83,035 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 9,56,83,035 | 100.0000 | 9,56,83,035 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 6,58,69,492 | 4,54,40,810 | 68.9861 | 4,54,40,810 | 0 | 100.0000 | 0.0000 | 0 | 1,07,862 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 4,54,40,810 | 68.9861 | 4,54,40,810 | 0 | 100.0000 | 0.0000 | 0 | 107862 |
| Public- Non Institutions | E-Voting | 4,28,27,790 | 3,33,30,310 | 77.8240 | 3,33,30,308 | 2 | 99.9999 | 0.0000 | 0 | 2 |
| | Poll | | 59,013 | 0.1378 | 59,013 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,33,89,323 | 77.9618 | 3,33,89,321 | 2 | 100.0000 | 0.0000 | 0 | 2 |
| | Total | 20,43,80,317 | 17,45,13,168 | 85.3865 | 17,45,13,166 | 2 | 100.0000 | 0.0000 | 0 | 107864 |

For Brigade Enterprises Limited

Company Secretary

BRIGADE ENTERPRISES LTD. BANGALORE 560 055

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| Resolution No. | 2 | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Confirmation of Dividend. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 9,56,83,035 | 9,56,83,035 | 100.0000 | 9,56,83,035 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 9,56,83,035 | 100.0000 | 9,56,83,035 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 6,58,69,492 | 4,55,31,471 | 69.1238 | 4,55,31,471 | 0 | 100.0000 | 0.0000 | 0 | 17,201 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 4,55,31,471 | 69.1238 | 4,55,31,471 | 0 | 100.0000 | 0.0000 | 0 | 17201 |
| Public- Non Institutions | E-Voting | 4,28,27,790 | 3,33,30,310 | 77.8240 | 3,33,30,308 | 2 | 99.9999 | 0.0000 | 0 | 2 |
| | Poll | | 59,013 | 0.1378 | 59,013 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,33,89,323 | 77.9618 | 3,33,89,321 | 2 | 100.0000 | 0.0000 | 0 | 2 |
| | Total | 20,43,80,317 | 17,46,03,829 | 85.4308 | 17,46,03,827 | 2 | 100.0000 | 0.0000 | 0 | 17203 |

For Brigade Enterprises Limited

Company Secretary

BRIGADE ENTERPRISES LTD. BANGALORE 560 055

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| Resolution No. | 3 | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Re-appointment of Mr. Amar Mysore (DIN 03218587) as a Director liable to retire by rotation. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 9,56,83,035 | 9,56,83,035 | 100.0000 | 9,56,83,035 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 9,56,83,035 | 100.0000 | 9,56,83,035 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 6,58,69,492 | 3,92,50,512 | 59.5883 | 3,92,50,512 | 0 | 100.0000 | 0.0000 | 0 | 62,98,160 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,92,50,512 | 59.5883 | 3,92,50,512 | 0 | 100.0000 | 0.0000 | 0 | 6298160 |
| Public- Non Institutions | E-Voting | 4,28,27,790 | 3,33,30,235 | 77.8238 | 3,33,30,148 | 87 | 99.9997 | 0.0002 | 0 | 77 |
| | Poll | | 59,013 | 0.1378 | 59,013 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,33,89,248 | 77.9616 | 3,33,89,161 | 87 | 99.9997 | 0.0003 | 0 | 77 |
| | Total | 20,43,80,317 | 16,83,22,795 | 82.3576 | 16,83,22,708 | 87 | 99.9999 | 0.0001 | 0 | 6298237 |

For Brigade Enterprises Limited

Company Secretary

BRIGADE ENTERPRISES LTD. BANGALORE 560 055

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| Resolution No. | 4 | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Re-appointment of Ms. Nirupa Shankar (DIN 02750342), as a Director liable to retire by rotation. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 9,56,83,035 | 9,56,83,035 | 100.0000 | 9,56,83,035 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 9,56,83,035 | 100.0000 | 9,56,83,035 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 6,58,69,492 | 3,92,50,512 | 59.5883 | 3,92,50,512 | 0 | 100.0000 | 0.0000 | 0 | 62,98,160 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,92,50,512 | 59.5883 | 3,92,50,512 | 0 | 100.0000 | 0.0000 | 0 | 6298160 |
| Public- Non Institutions | E-Voting | 4,28,27,790 | 3,33,30,235 | 77.8238 | 3,33,30,148 | 87 | 99.9997 | 0.0002 | 0 | 77 |
| | Poll | | 59,013 | 0.1378 | 59,013 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,33,89,248 | 77.9616 | 3,33,89,161 | 87 | 99.9997 | 0.0003 | 0 | 77 |
| | Total | 20,43,80,317 | 16,83,22,795 | 82.3576 | 16,83,22,708 | 87 | 99.9999 | 0.0001 | 0 | 6298237 |

For Brigade Enterprises Limited

Company Secretary

BRIGADE ENTERPRISES LTD. BANGALORE 560 055

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| Resolution No. | 5 | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | SPECIAL - Re-appointment of Mr. Bijou Kurien (DIN 01802995) as an Independent Director. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 9,56,83,035 | 9,56,83,035 | 100.0000 | 9,56,83,035 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 9,56,83,035 | 100.0000 | 9,56,83,035 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 6,58,69,492 | 3,92,50,512 | 59.5883 | 3,92,50,512 | 0 | 100.0000 | 0.0000 | 0 | 62,98,160 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,92,50,512 | 59.5883 | 3,92,50,512 | 0 | 100.0000 | 0.0000 | 0 | 6298160 |
| Public- Non Institutions | E-Voting | 4,28,27,790 | 3,33,30,235 | 77.8238 | 3,33,30,103 | 132 | 99.9996 | 0.0003 | 0 | 77 |
| | Poll | | 59,013 | 0.1378 | 59,013 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,33,89,248 | 77.9616 | 3,33,89,116 | 132 | 99.9996 | 0.0004 | 0 | 77 |
| | Total | 20,43,80,317 | 16,83,22,795 | 82.3576 | 16,83,22,663 | 132 | 99.9999 | 0.0001 | 0 | 6298237 |

For Brigade Enterprises Limited

Company Secretary

BRIGADE ENTERPRISES LTD. BANGALORE 560 055

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| Resolution No. | 6 | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Appointment of Mr. Roshin Mathew (DIN 00673926), as Wholetime Director. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 9,56,83,035 | 9,56,83,035 | 100.0000 | 9,56,83,035 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 9,56,83,035 | 100.0000 | 9,56,83,035 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 6,58,69,492 | 3,92,50,512 | 59.5883 | 3,92,50,512 | 0 | 100.0000 | 0.0000 | 0 | 62,98,160 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,92,50,512 | 59.5883 | 3,92,50,512 | 0 | 100.0000 | 0.0000 | 0 | 6298160 |
| Public- Non Institutions | E-Voting | 4,28,27,790 | 3,33,30,235 | 77.8238 | 3,33,30,148 | 87 | 99.9997 | 0.0002 | 0 | 77 |
| | Poll | | 59,013 | 0.1378 | 59,013 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,33,89,248 | 77.9516 | 3,33,89,161 | 87 | 99.9997 | 0.0003 | 0 | 77 |
| | Total | 20,43,80,317 | 16,83,22,795 | 82.3576 | 16,83,22,708 | 87 | 99.9999 | 0.0001 | 0 | 6298237 |

For Brigade Enterprises Limited

Company Secretary

BRIGADE ENTERPRISES LTD. BANGALORE 560 055

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| Resolution No. | 7 | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Ratification of remuneration payable to Messrs Murthy Co. LLP, Cost Accountants, Cost Auditors for the Financial Year 2019-20. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 9,56,83,035 | 9,56,83,035 | 100.0000 | 9,56,83,035 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 9,56,83,035 | 100.0000 | 9,56,83,035 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 6,58,69,492 | 4,55,31,471 | 69.1238 | 4,55,31,471 | 0 | 100.0000 | 0.0000 | 0 | 17,201 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 4,55,31,471 | 69.1238 | 4,55,31,471 | 0 | 100.0000 | 0.0000 | 0 | 17201 |
| Public- Non Institutions | E-Voting | 4,28,27,790 | 3,33,30,310 | 77.8240 | 3,33,30,263 | 47 | 99.9998 | 0.0001 | 0 | 2 |
| | Poll | | 59,013 | 0.1378 | 59,013 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,33,89,323 | 77.9618 | 3,33,89,276 | 47 | 99.9999 | 0.0001 | 0 | 2 |
| | Total | 20,43,80,317 | 17,46,03,829 | 85.4308 | 17,46,03,782 | 47 | 100.0000 | 0.0000 | 0 | 17203 |

For Brigade Enterprises Limited

Company Secretary

BRIGADE ENTERPRISES LTD. BANGALORE 560 055

BRIGADE
Building Positive Experiences

| Resolution No. | 8 | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | SPECIAL - Remuneration payable to Executive Promoter Directors in excess of the threshold limit as per SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 9,56,83,035 | 9,56,83,035 | 100.0000 | 9,56,83,035 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 9,56,83,035 | 100.0000 | 9,56,83,035 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 6,58,69,492 | 4,55,31,471 | 69.1238 | 4,34,04,842 | 21,26,629 | 95.3293 | 4.6706 | 0 | 17,201 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 4,55,31,471 | 69.1238 | 4,34,04,842 | 21,26,629 | 95.3293 | 4.6707 | 0 | 17201 |
| Public- Non Institutions | E-Voting | 4,28,27,790 | 3,33,30,310 | 77.8240 | 3,33,30,178 | 132 | 99.9996 | 0.0003 | 0 | 2 |
| | Poll | | 59,013 | 0.1378 | 59,013 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,33,89,323 | 77.9618 | 3,33,89,191 | 132 | 99.9996 | 0.0004 | 0 | 2 |
| | Total | 20,43,80,317 | 17,46,03,829 | 85.4308 | 17,24,77,068 | 21,26,761 | 98.7820 | 1.2180 | 0 | 17203 |

For Brigade Enterprises Limited

Company Secretary

BRIGADE ENTERPRISES LTD. BANGALORE 560 055

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| Resolution No. | 9 | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | SPECIAL - Fund Raising by the Company by Issue of Securities | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 9,56,83,035 | 9,56,83,035 | 100.0000 | 9,56,83,035 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 9,56,83,035 | 100.0000 | 9,56,83,035 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| Public- Institutions | E-Voting | 6,58,69,492 | 4,55,31,471 | 69.1238 | 4,54,24,843 | 1,06,628 | 99.7658 | 0.2341 | 0 | 17,201 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 4,55,31,471 | 69.1238 | 4,54,24,843 | 1,06,628 | 99.7658 | 0.2342 | 0 | 17201 |
| Public- Non Institutions | E-Voting | 4,28,27,790 | 3,33,30,310 | 77.8240 | 3,33,30,263 | 47 | 99.9998 | 0.0001 | 0 | 2 |
| | Poll | | 59,013 | 0.1378 | 59,013 | 0 | 100.0000 | 0.0000 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 | 0 |
| | Total | | 3,33,89,323 | 77.9618 | 3,33,89,276 | 47 | 99.9999 | 0.0001 | 0 | 2 |
| | Total | 20,43,80,317 | 17,46,03,829 | 85.4308 | 17,44,97,154 | 1,06,675 | 99.9389 | 0.0611 | 0 | 17203 |

For Brigade Enterprises Limited

Company Secretary

BRIGADE ENTERPRISES LTD. BANGALORE 560 055

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K RAJSHEKAR

COMPANY SECRETARY

1ST FLOOR, 328/B, 14TH CROSS,
5TH MAIN, SADASHIVANAGAR,
BENGALURU - 560 080
PHONE : 23603320/21
4128 1966
Email: rajaarthi.cs@gmail.com

## SCRUTINIZER'S REPORT

The Chairman
Brigade Enterprises Limited
29 & 30th Floor, World Trade Centre,
Brigade Gateway Campus
26/1-171/172, Dr. Rajkumar Road
Malleswaram-Rajajinagar
Bengaluru- 560055

Authorised Capital: Rs.2,50,00,00,000
Paid up Capital : Rs.2,06,38,03,170 [1]

**Reg: Consolidated Report of Scrutinizer on voting by the Shareholders on the Agendas set out in the Notice Convening the 25th Annual General Meeting**

Sir,

1. The Board of Directors of Brigade Enterprises Limited (hereinafter referred to as "the Company") passed a resolution at their Meeting held on **12th August, 2020** appointing me as Scrutinizer for scrutinizing;

   (i) Remote e-voting process pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and

   (ii) Poll through Instapoll e-voting facility pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;

   in a fair and transparent manner and ascertaining the outcome of the voting on the Agendas set out in the Notice convening the 25th Annual General Meeting of Brigade Enterprises Limited held on 29th September, 2020 through Video Conferencing (VC) at 11.00 a.m.

2. The following Resolutions were placed on the e-voting platform https://evoting.karvy.com of KFin Technologies Private Limited for voting through the Remote e-voting process and before the Shareholders for voting at the Annual General Meeting through the Instapoll facility;

| Resolution ID | Resolution | Type of Resolution |
|---|---|---|
| R-01 | Adoption of Standalone and Consolidated Financial Statements and Reports thereon for financial year ended 31st March, 2020. | Ordinary |
| R-02 | Confirmation of Final Dividend | Ordinary |
| R-03 | Appointment of Director - Mr. Amar Mysore (DIN: 03218587)- retires by rotation | Ordinary |
| R-04 | Appointment of Director - Ms. Nirupa Shankar (DIN: 02750342)- retires by rotation. | Ordinary |

[1] *Paid up share capital comprises of 20,00,000 equity shares allotted on conversion of convertible warrants for which corporate action for credit of the same to the allottee is under process as on date.*

K RAJSHEKAR COMPANY SECRETARY FCS No. 4078 B'lore C.P. No. 2468

| Resolution ID | Resolution | Type of Resolution |
|---|---|---|
| R-05 | Re-appointment of Mr. Bijou Kurien (DIN: 01802995) as an Independent Director. | Special |
| R-06 | Appointment of Mr. Roshin Mathew (DIN: 00673926), as Wholetime Director. | Ordinary |
| R-07 | Ratification of remuneration payable to Cost Auditors for the Financial Year 2019-20. | Ordinary |
| R-08 | Approval of Remuneration to Executive Promoter Directors in excess of threshold as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Special |
| R-09 | Issue of Securities | Special |

3. The e-voting platform is password driven and can be accessed only if the shareholder has both the client-id and the password provided by KFin Technologies Private Limited. On successful voting, an acknowledgement is generated for reference of the shareholders.

4. I K Rajshekar, Practicing Company Secretary, submit my Consolidated Report as under:

4.1 The Company completed on 5th September, 2020 the electronic dispatch of 41,103 (Forty One Thousand One Hundred and Three ) numbers of the 25th Annual Report together with the Notice convening the 25th Annual General Meeting to its Members whose name(s) appeared on the Register of Members/ List of Beneficiaries as on **28th** August**, 2020.** Members holding shares as on **22nd September, 2020** were entitled to vote on the resolutions stated above.

4.2 The e-voting opened at 09.00 a.m. on Saturday, **26th September, 2020** and remained open upto 05.00 p.m., Monday **28th September, 2020**. Cut-off date for remote e-voting was fixed as **22nd September, 2020**.

*4.3* Instapoll facility provided during the Annual General Meeting, was operational till all the resolutions were considered and voted upon only by the members participating in the meeting through video conference and who had not voted through Remote e-voting. 79 *Members were virtually participated in the proceedings.*

4.4 The votes were unblocked in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 first on 28th September, 2020 at 5.01 p.m. and subsequently after ascertaining the Instapoll votes cast at the Annual General Meeting, in the presence of Mrs. Aarthi G Krishna, who is not in any way connected with the Company and has signed below as witness to the unblocking of the votes.

4.5 Following documents were generated on the website of KFin Technologies Private Limited (https://evoting.karvy.com);

4.5.1 Certificate/Results generation

4.5.2 Dashboard Report indicating Ballots received, Votes cast in favor/against/abstain for each resolution

4.5.3 Votes Cast Register containing list of shareholders casting the vote on each of the above resolutions

K RAJSHEKAR ★ FCS No. 4078 B'lore C.P. No. 2468 ★ COMPANY SECRETARY

5. Based on the documents referred to in 4.5. above, the results of e-voting are reported as under. A comprehensive list of the shareholders exercising e-votes is provided as an Annexure to this Report;

5.1 Summary of Remote E-voting and Instapoll at the Annual General Meeting:

| ***Remote E-Voting*** | | ***Instapoll at AGM*** | | ***Total Voting*** | |
|---|---|---|---|---|---|
| *No. of Ballots* | *No. of Shares* | *No. of Ballots* | *No. of Votes* | *No. of Ballots* | *No. of Shares* |
| 201 | 175807708 | 04 | 59013 | 205 | **175866721**** |

***Representing 85.22% of the paid-up share capital of the Company*

5.2 Resolution-wise Consolidated Report on the results of Voting:

| **Resolution Id** | **Votes cast in favor of the Resolution (A)** | | **Votes cast against the Resolution (B)** | | **Abstain/ Invalid Votes** | **Less Voted** | **Total No. of Shares/ Votes Cast (A)+(B)** | |
|---|---|---|---|---|---|---|---|---|
| | *No. of Ballots* | *No. of Votes* | *No. of Ballots* | *No. of Votes* | *No. of Votes* | *No. of Votes* | *No. of Ballots* | *No. of Votes* |
| **Ordinary Resolutions** | | | | | | | | |
| **R-01** | 199 | 174513166 | 2 | 2 | 107864 | 1245689 | 201 | 174513168 |
| **R-02** | 200 | 174603827 | 2 | 2 | 17203 | 1245689 | 202 | 174603829 |
| **R-03** | 194 | 168322708 | 3 | 87 | 6298237 | 1245689 | 197 | 168322795 |
| **R-04** | 194 | 168322708 | 3 | 87 | 6298237 | 1245689 | 197 | 168322795 |
| **R-06** | 194 | 168322708 | 3 | 87 | 6298237 | 1245689 | 197 | 168322795 |
| **R-07** | 199 | 174603782 | 3 | 47 | 17203 | 1245689 | 202 | 174603829 |
| **Special Resolutions** | | | | | | | | |
| **R-05** | 193 | 168322663 | 4 | 132 | 6298237 | 1245689 | 197 | 168322795 |
| **R-08** | 179 | 172477068 | 23 | 2126761 | 17203 | 1245689 | 202 | 174603829 |
| **R-09** | 197 | 174497154 | 5 | 106675 | 17203 | 1245689 | 202 | 174603829 |

6. Details of the voting along with particulars of name, address, folio number/ client id, number and nominal value of shares held has been recorded in a Register maintained for the purpose.

7. All the relevant documents stated above pertaining to the e-voting process will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 25th Annual General Meeting and the same shall be handed over to the Company Secretary for safe keeping.

Thanking You
Yours Truly

K RAJSHEKAR
COMPANY SECRETARY
CP No. 2468
UDIN: F004078B000801743

Place : Bengaluru
Date: 29th September, 2020

We the undersigned witness that the votes were unblocked as stated herein above on the website https://evoting.karvy.com, in our presence;

Aarthi G Krishna
Company Secretary
328/B, 14th Cross, 5th Main,
Sadashivanagar
Bengaluru – 560 080

Place : Bengaluru
Date: 29th September, 2020