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

BRIGADE
Building Positive Experiences

Ref: BEL/AGM/NSEBSE/08072022

8th July, 2022

Listing Department
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051

Department of Corporate Services - Listing
BSE Limited
P. J. Towers
Dalal Street
Mumbai - 400 001

NSE Scrip Symbol: BRIGADE/ BSE Scrip Code: 532929

Dear Sir/ Madam,

Sub: Notice of Twenty Seventh Annual General Meeting of the Company

This is to inform that the **Twenty Seventh Annual General Meeting** ('AGM') of the Company is scheduled on **Tuesday, 2nd August, 2022** at 10.00 a.m. IST through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM'), in compliance with the various General Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We are enclosing herewith the Notice for the Twenty Seventh Annual General Meeting of the Company.

The remote e-voting period commences from Friday, 29th July, 2022 (9.00 a.m. IST) and ends on Monday, 1st August, 2022 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., Tuesday, 26th July, 2022 may cast their votes electronically. The voting rights of the Members shall be in proportion to their shareholding in the Company as on Tuesday, 26th July, 2022 (cut-off date). The AGM Notice inter alia includes the detailed procedure for remote e-voting.

The AGM Notice can also be accessed from the website of the Company at https://brigadegroup.com/investor/financials-and-reports/annual-reports and that of the Registrar & Transfer Agents at https://evoting.kfintech.com

BRIGADE ENTERPRISES LIMITED
Bangalore 560 055

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This intimation is provided pursuant to the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Request you to kindly take the above information on your records.

Thanking you,

Yours faithfully,
For Brigade Enterprises Limited

BRIGADE ENTERPRISES LIMITED Bangalore 560 055

P. Om Prakash
Company Secretary & Compliance Officer

Encl.: a/a

NOTICE

Notice is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING (27th)** of the members of **BRIGADE ENTERPRISES LIMITED** will be held on Tuesday, August 2, 2022 at 10.00 a.m. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022, including the Audited Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon:

   a) "**RESOLVED THAT** the audited standalone financial statements of the Company including the Balance Sheet as at March 31, 2022, the statement of profit and loss, the cash flow statement for the year ended on that date, notes to financial statements, reports of the Board and Auditor's thereon be and are hereby received, considered and adopted."

   b) "**RESOLVED THAT** the audited consolidated financial statements of the Company including the Balance Sheet as at March 31, 2022, the statement of profit and loss, the cash flow statement for the financial year ended on that date, notes to financial statements, along with the Auditor's report thereon be and are hereby received, considered and adopted."

2. To declare Dividend:

   "**RESOLVED THAT** a final dividend of ₹1.50 per equity share (Rupee one and paise fifty) of ₹10/- each fully paid up be and is hereby declared and paid out of the profits for the financial year 2021-22."

3. To appoint a Director in place of Mr. M.R. Jaishankar (DIN: 00191267) who retires by rotation and being eligible, offers himself for re-appointment:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. M.R. Jaishankar (DIN: 00191267) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

   RESOLVED FURTHER THAT Mr. M.R. Jaishankar shall continue as Chairman and Managing Director of the Company on the terms and conditions of his original appointment with effect from April 1, 2022 for a period of five years from that date."

4. To appoint a Director in place of Mr. Amar Shivram Mysore (DIN: 03218587) who retires by rotation and being eligible, offers himself for re-appointment:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Amar Shivram Mysore (DIN: 03218587), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

   RESOLVED FURTHER THAT Mr. Amar Shivram Mysore shall continue as Executive Director of the Company on the terms and conditions of his original appointment with effect from May 16, 2018 for a period of five years from that date."

SPECIAL BUSINESS

5. Ratification of remuneration payable to Murthy & Co. LLP, Cost Accountants, Cost Auditors for the Financial Year 2021-22:

   The Board of Directors recommends 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 148 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), payment of remuneration not exceeding ₹1,25,000/- (Rupees One Lakh Twenty Five Thousand) apart from applicable taxes and out of pocket expenses to Murthy & Co. LLP, Cost Accountants (LLP ID No. AAB-1402), appointed as Cost Auditors by the Board of Directors of the Company for conducting cost audit for the financial year 2021-22 (April 1, 2021 to March 31, 2022) be and is hereby approved.

   RESOLVED FURTHER THAT the Board of Directors and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

Place : Bengaluru
Date : May 12, 2022

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

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to the special business set out in the Notice is annexed.

   The Board of Directors of the Company at its meeting held on May 12, 2022 considered the special business under Item No. 5, to be transacted at the Twenty Seventh Annual General Meeting (AGM) of the Company.

2. In view of the global outbreak of the Covid-19 pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 20/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, and 2/2022 dated May 5, 2022 (collectively referred to as "MCA Circulars") and The Securities and Exchange Board of India ("SEBI") vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode and also has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum for the meeting under Section 103 of the Act.

3. Company has appointed M/s KFin Technologies Limited, Registrars and Transfer Agents ("RTA"), to provide VC/OAVM facility for the Annual General Meeting.

4. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a member of the Company. However, as this AGM is being held through VC/OAVM, physical attendance of Members is being dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the proxy form and attendance slip are not being annexed to this Notice and the resultant requirement for submission of proxy forms does not arise.**

   Corporate Members are required to access the link https://evoting.kfintech.com/ and upload a certified copy of the Board resolution authorizing their representative to attend the AGM through VC/OAVM and vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC/OAVM.

5. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members electronically during the meeting. Members seeking to inspect such documents can send an e-mail to investors@brigadegroup.com

7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members electronically during the meeting. Members seeking to inspect such documents can send an e-mail to investors@brigadegroup.com.

8. The certificate received from the Secretarial Auditor of the Company on the implementation of Brigade Employee Stock Option Plan 2011 & Brigade Employee Stock Option Plan 2017 in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection by the members electronically during the meeting. Members seeking to inspect such documents can send an e-mail to investors@brigadegroup.com.

9. Members are requested to convert physical shareholding, if any, to electronic mode pursuant to notification dated September 10, 2018 issued by MCA for public limited companies and hence are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are also encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

10. Members are requested to send all communications relating to Shares including dividend matters to our Registrar and Share Transfer Agents ('RTA') at the following address:

    KFIN Technologies Limited
    (formerly known as KFin Technologies Private Limited)
    Unit – Brigade Enterprises Limited
    Selenium Tower B, Plot no.31 & 32, Financial District
    Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032
    Toll Free no. 1-800-309-4001
    Email: einward.ris@kfintech.com

11. Members are requested to note that the dividend not encashed or claimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ('IEPF'). In addition, all shares in respect of which dividend has not been paid

or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.

The details of the unclaimed dividend and respective shares of the earlier years are available on our website https://www.brigadegroup.com/. Members who haven't encashed or claimed the dividend for the earlier years are requested to approach the Company/ RTA and whose shares transferred to IEPF can claim by making an application in form **IEPF-5 to IEPF** Authority through Companies Nodal Officer and RTA at the earliest.

12. **The Company has fixed, Tuesday, July 26, 2022 as the Record Date for determining the members eligible for Dividend on Equity Shares, if declared at the Annual General Meeting.**

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar and share Transfer Agents in case the shares are held in physical form, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.

14. SEBI vide its Circular No. SEBI/ HO/ MIRSD/ MIRSD_RTAMB/ P/ CIR/ 2021/ 655 dated November 3, 2021 read with SEBI/ HO/ MIRSD/ MIRSD_RTAMB/ P/ CIR/ 2021/ 687 dated December 14, 2021 had mandated furnishing PAN, email address, mobile number, bank account details and nomination by holders of physical securities. The same was communicated to shareholders holding shares in physical form by way of registered post on March 15, 2022.

15. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if approved by the members will be paid on or before Wednesday, August 31 , 2022 to those members who names appear in the Register of Members on the Record Date.

    To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's RTA (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.

    Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit their PAN details failing which the Company would be required to deduct tax at a higher rate prescribed under the Income Tax, 1961.

    However, no tax shall be deducted on the dividend payable to a resident individual shareholders if the total dividend to be received by them during fiscal 2022 – 23 does not exceed ₹5,000/- and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Members seeking non-deduction of tax on their dividends may submit Form 15G/15H as applicable to the Company on a yearly basis at the link https://ris.kfintech.com/form15/. The detailed information with respect to tax deduction at source on dividend payments including the formats of Form 15G/Form 15H for seeking exemption is available in the links https://ris.kfintech.com/form15/ as well as https://www.brigadegroup.com/investor. PAN is mandatory for members providing Form 15G / 15H or any other document. Members may contact the Company Secretary or any executive in the Secretarial department in case of any clarification in this regard.

16. In line with the MCA Circulars and SEBI Circulars, an electronic copy of the Annual Report and AGM Notice is being sent to all the Members holding shares in dematerialised form and whose e-mail addresses are available with the Depository Participants as well as to all the Members holding shares in physical mode whose e-mail addresses are registered with the Company/ RTA for communication purposes.

    Procedure for obtaining the Annual Report, AGM notice as well as electronic voting (e-voting) instructions for Members whose e-mail addresses are not registered with the DPs or with RTA is provided herein and also available on the website of the Company.

    The Annual Report is also available on the Company's website at https://www.brigadegroup.com/, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively as well as the website of RTA at https://evoting.kfintech.com .

    In compliance with the circulars, the Annual Report 2021-22, the Notice of the 27th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).

    Members may follow the process detailed below for registration of e-mail addresses to obtain the Annual

Report and Notice:

i. Physical Members may send an e-mail request to einward.ris@kfintech.com or investors@brigadegroup.com along with the following documents:

- Scanned copy of the signed request letter mentioning the Folio No., name of the Member, e-mail address and mobile number;
- Self-attested copy of PAN;
- Self-attested copy of any address proof including Aadhar, Passport etc.;
- Scanned copy of share certificate(s) (front and back).

ii. Members may contact their Depository Participants and register or update their respective e-mail addresses in the demat account, as per the process recommended by the DP.

Alternatively, Members holding shares in physical or in electronic form who have not registered their e-mail address may temporarily get their e-mail address and mobile number registered with RTA by clicking the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx for enabling receipt of the Annual report and AGM Notice electronically. Members are requested to follow the process stated in the link to register their e-mail address and mobile number. After due verification, RTA will forward the documents and the login credentials for voting and attending the AGM to the registered e-mail address.

In case of any queries, Members may write to einward.ris@kfintech.com or investors@brigadegroup.com by quoting their Folio number or DP and Client ID.

17. Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting is furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment/ re-appointment.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding Shares in physical form shall submit their PAN details to the RTA/ Company.

19. All documents referred to in the Notice will be available for inspection during normal business hours on working days up to the date of the Annual General Meeting.

20. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and in compliance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is mandatory to extend to the Members of the Company, the facility to vote at the AGM by electronic means. Members of the Company can transact all the items of the business through electronic voting system as contained in the Notice of the Meeting.

The Company has appointed Mr. K. Rajshekar, Practising Company Secretary (CP No.:2468), who in the opinion of the Board is a duly qualified person, as Scrutinizer to scrutinize the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of two (2) working days from the date of conclusion of e-voting period, submit his report of the votes cast in favour or against, if any, to the Chairman of the Company. The result of the same will be disclosed at the Annual General Meeting proceedings. The e-voting results will also be uploaded on the website of the Company https://www.brigadegroup.com/.

21. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

22. The Company has entered into an agreement with KFin Technologies Limited (KFin) for facilitating e-voting for the Annual General Meeting. The instructions for e-voting are given herein below.

a) However, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

b) Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

c) The e-voting period commences on Friday, July 29, 2022 from 9.00 a.m. to Monday, August 1, 2022 at 5.00 p.m. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Tuesday, July 26, 2022 may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of poll, if held at the Meeting.

d) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

e) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at einward.ris@kfintech.com or evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

f) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

g) The details of the process and manner for remote e-Voting and AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

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

Step 3 : Access to join virtual meetings(e-AGM) of the Company on KFin system to participate in AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. **User already registered for IDeAS facility:** i. Visit URL: https://eservices.nsdl.com ii. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. **User not registered for IDeAS e-Services** i. To register click on link : https://eservices.nsdl.com ii. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in points 1 3. **Alternatively by directly accessing the e-Voting website of NSDL** i. Open URL: https://www.evoting.nsdl.com/ ii. Click on the icon "Login" which is available under 'Shareholder/Member' section. iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest** i. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ii. Click on New System Myeasi iii. Login with your registered user id and password. iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. v. Click on e-Voting service provider name to cast your vote. **2. User not registered for Easi/Easiest** i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields. iii. Follow the steps given in point 1 **3. Alternatively, by directly accessing the e-Voting website of CDSL** i. Visit URL: www.cdslindia.com ii. Provide your demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	**I.** You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. **II.** Once logged-in, 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 successful authentication, wherein you can see e-Voting feature. **III.** Click on options available against company name or e-Voting service provider – **Kfintech** and you will be redirected to e-Voting website of **KFintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **1800 1020 990** and **1800 22 44 30**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022- 23058738** or **022-23058542-43**

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on “LOGIN”.

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Brigade Enterprises Limited - AGM” and click on “Submit”

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on “Submit”.

xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id: rajaarthi.cs@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Brigade Enterprises Limited, 27th Annual General Meeting”.

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

i. Member will be provided with a facility to attend the AGM through VC platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company- Brigade Enterprises Limited. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii. Facility for joining AGM though VC shall open atleast 30 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. As the AGM is being conducted through VC, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at investors@brigadegroup.com. Questions / queries received by the Company till July 30, 2022 shall only be considered and responded during the AGM.

vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

viii. Facility of joining the AGM through VC shall be available for atleast 2000 members on first come first served basis.

ix. Institutional Members are encouraged to attend and vote at the AGM through VC.

OTHER INSTRUCTIONS

I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will opened from July 30, 2022 at 9.00 a.m. and closed on July 31, 2022 at 5.00 p.m. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

II. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will opened from July 30, 2022 at 9.00 a.m. and closed on July 31, 2022 at 5.00 p.m.

III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFintech Website) or contact Mr. S V Raju, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, July 26, 2022 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

IV. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL:
2. MYEPWD <SPACE> IN12345612345678
3. Example for CDSL:
4. MYEPWD <SPACE> 1402345612345678
5. Example for Physical:
6. MYEPWD <SPACE> XXXX1234567890

ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com/, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com .

V. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

Instructions for voting during the AGM through Instapoll:

i. Only those shareholders, who are present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

ii. The facility to cast the vote at the AGM would be available on the left hand corner of the Video Conferencing screen in the form of a 'Thumb' sign and will be activated once the voting is announced by the Chairman during the Meeting. Members can click on the same to take them to the 'Instapoll' page.

iii. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.5

The provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 mandates the Company to get its cost records audited every year. The Board of Directors, based on the recommendation of the Audit Committee, have appointed Murthy & Co. LLP, Cost Accountants (LLP ID No. AAB-1402) as the Cost Auditors of the Company for the financial year 2021-22 at a remuneration of ₹1,25,000/- (Rupees One Lakh and Twenty Five Thousand only) apart from applicable taxes and out of pocket expenses, if any.

Ratification of remuneration payable to Cost Auditors needs to be done by the Shareholders of the Company in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. Due to this consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2021-22 is being sought.

The Board recommends passing of resolution no. 5 as an ordinary resolution.

None of the Directors, Key Managerial Personnel or their relatives are interested, financially or otherwise, if any in the Resolution No. 5 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

Place : Bengaluru
Date : May 12, 2022

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 – 560055
CIN: L85110KA1995PLC019126
Email: investors@brigadegroup.com
Website: https://www.brigadegroup.com/

Details of the Director seeking re-appointment at the 27th Annual General Meeting
{Pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India }

Name of the Director	Mr. M R Jaishankar	Mr. Amar Shivram Mysore
DIN	00191267	03218587
Date of Birth	April 22, 1954	June 21, 1979
Age (in years)	68	43
Date of first appointment on the Board	November 8, 1995	May 16, 2018
Brief Resume of the Director	Mr. M R. Jaishankar has over three decades of rich experience in the field of real estate development. He holds a Bachelor's Degree in Science and a Master's in Business Administration. He hails from a family which has been managing coffee plantations in Chikmagalur, Karnataka for over 100 years. As a young entrepreneur, Mr. M R. Jaishankar established the Brigade Group in 1986. His leadership, commitment to quality and passion for innovation has enabled Brigade to grow from a single-building, small private enterprise to a diverse multi-domain, multi-city public limited company. Mr. Jaishankar conducts business keeping Brigade Group's Core Values in mind: QC-FIRST, which stands for - Quality, Customer Centricity, Fairness, Innovation, Responsible Socially and Trust. For his meritorious contributions to infrastructure, development and philanthropic approach for social cause, he was conferred an Honorary Doctorate Degree by Bengaluru City University.	Mr. Amar Mysore has over a decade of varied experience in the fields of Supply Chain Management, Manufacturing, Power Sector and Real Estate. He is involved in the Engineering and Business Development side of the business of the Company for the over 5 years now. With a keen sense of information technology, he is actively leading Brigade's charge in adopting and implementing technology to bring in higher efficiency in the various business processes. He holds a Master's in Engineering from Pennsylvania State University, USA.
Nature of expertise in specific functional areas	He has over three decades of rich experience in real estate industry	He has a decade of diverse experience in fields of Supply Chain Management, Manufacturing, Power Sector and Real Estate.
Disclosure of relationships between directors	Mr. M. R. Jaishankar is the Promoter of the Company and his relatives on the Board of the Company are as follows: • Ms. Pavitra Shankar, Executive Director – Daughter • Ms. Nirupa Shankar, Executive Director - Daughter	Nil
Directorships held in Listed Entities	Apart from Brigade Enterprises Limited, Mr. M R Jaishankar does not hold any Directorships in other Listed Entities. He has not held directorship with any other listed entity during the previous three years.	Apart from Brigade Enterprises Limited, Mr. Amar Shivram Mysore does not hold any Directorships in other Listed Entities. He has not held directorship with any other listed entity during the previous three years.
Directorships held in Other Companies as on the date on the Notice	1. Mysore Holdings Private Limited 2. Smart Cities India Foundation	1. Brigade Hospitality Services Limited 2. Brigade Tetrarch Private Limited 3. Brigade Estates & Projects Private Limited 4. Brigade Infrastructure & Power Private Limited 5. Augusta Club Private Limited 6. BCV Developers Private Limited. 7. Brigade Hotel Ventures Limited 8. Tetrarch Developers Limited 9. BCV Real Estates Private Limited

Name of the Director	Mr. M R Jaishankar	Mr. Amar Shivram Mysore
Memberships / Chairmanships of committees of other companies	1. **Brigade Enterprises Limited:** • Risk Management Committee – Chairperson • Corporate Social Responsibility Committee – Chairperson • Committee of Directors – Chairperson 2. **Mysore Holdings Private Limited:** • Corporate Social Responsibility Committee - Chairperson	1. **Brigade Enterprises Limited:** • Risk Management Committee – Member 2. **Brigade Hotel Ventures Limited:** • Audit Committee – Member • Nomination and Remuneration Committee – Member 3. **Brigade Tetrarch Private Limited:** • Audit Committee – Member • Nomination and Remuneration Committee – Chairperson 4. **Brigade Estates & Projects Private Limited:** • Audit Committee – Member • Nomination and Remuneration Committee – Chairperson 5. **Brigade Infrastructure and Power Private Limited:** • Audit Committee – Member • Nomination and Remuneration Committee – Member 6. **BCV Developers Private Limited:** • Audit Committee – Member • Nomination and Remuneration Committee – Member • Corporate Social Responsibility Committee - Chairperson
No. of Equity Shares held in the Company (as on date of this Notice)	Mr. M R Jaishankar holds 3,45,67,767 equity shares (15.00%) of ₹10/- each. He is part of the Promoter & Promoter Group which holds (including his shareholding) 10,10,42,777 equity shares of ₹10/- each which constitutes to 43.85% of the paid up equity share capital of the Company	Mr. Amar Shivram Mysore holds 19,40,659 (0.84%) shares in the Company.
No. of Board Meetings attended	Mr. M R Jaishankar has attended all 6 meetings of the Board held during the financial year 2021-22	Mr. Amar Mysore has attended all 6 meetings of the Board held during the financial year 2021-22
Remuneration last drawn	Remuneration drawn for the financial year 2021-22 in the capacity as Chairman and Managing Director is as follows: Salary & Perquisites- ₹169 Lakhs Commission- ₹1034 Lakhs Total ₹1203 Lakhs	Remuneration drawn for the financial year 2021-22 in the capacity as Executive Director is as follows: Salary & Perquisites- ₹58 Lakhs Commission- ₹103 Lakhs Total ₹161 Lakhs
Terms and conditions of appointment/ re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Details of Remuneration sought to be paid	As approved by the Shareholders through Postal Ballot on May 4, 2022	As approved by the Shareholders in the 23rd Annual General Meeting held on August 16, 2018