

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, Bangalore - 560 055, India
T 91 80 4137 9200 F 91 80 2221 0784
E enquiry@brigadegroup.com www.brigadegroup.com



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Ref: BEL/NSEBSE/VR/22092017

22nd September, 2017

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 Second Annual General Meeting

The Twenty Second Annual General Meeting of the Company was held as scheduled on Thursday, 21st September, 2017 at 10:30 a.m. at the Sheraton Grand Hotel Bangalore, Brigade Gateway Campus, 26/1, Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055.

Mr. K. Rajashekar, Practising Company Secretary was the scrutinizier for the E-voting and Insta poll and based on his report all the resolutions were duly passed with requisite majority.

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

- ❖ Proceedings of the twenty second Annual General Meeting.
- ❖ 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.



Brigade is **Ranked #1** in the Real Estate Industry.

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



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PROCEEDINGS OF THE 22ND ANNUAL GENERAL MEETING

Sl No.	Description	Details				
1	Date of AGM	21-09-2017				
2	Cut-off date	14-09-2017				
3	Total number of Shareholders on cut-off date	53168				
4	No of Shareholders present in the meeting either in person or through proxy	202				
	Shareholders	Present in person	Present through proxy	Total	Shares	% to capital
	Promoter and Promoter Group	12	0	12	53144909	39.17
	Public	186	4	190	24235435	17.86
	Total	198	4	202	77380344	57.03
5	No. of Shareholders attended the meeting through Video Conferencing: NA No Video Conferencing facility was made available.					

DETAILS OF RESOLUTIONS PASSED AS PER THE AGM NOTICE:

Resolution No	Description of the Resolutions passed	Mode of Voting	Result of Voting
1	Adoption of Annual Accounts and Reports thereon (Standalone and Consolidated) for the financial year ended 31 st March, 2017. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
2	Declaration of Dividend. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
3	Re-appointment of Mr. M.R. Jaishankar, as a Director liable to retire by rotation (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority



Brigade is Ranked #1 in the Real Estate Industry.

4	Annual ratification of the appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Registration No.101049W) as Statutory Auditors and authorizing the Board of Directors to fix their remuneration. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
5	Re-Appointment of Mr. M.R. Jaishankar, as Chairman & Managing Director of the Company (Special Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
6	Re-Appointment of Ms. Githa Shankar, as Whole Time Director of the Company (Special Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
7	Approve the remuneration payable to M/s GNV & Associates, Cost Auditors for the Financial Year 2016-17 (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
8	Approve the ESOP for the employees of the Company (Special Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
9	Approve the ESOP for the employees of the Subsidiaries (Special Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority



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BRIGADE ENTERPRISES LIMITED

VOTING RESULTS OF THE TWENTY SECOND ANNUAL GENERAL MEETING

SI No.	Description	Details				
1	Date of AGM	21-09-2017				
2	Cut-off date	14-09-2017				
3	Total number of Shareholders on cut-off date	53168				
4	No of Shareholders present in the meeting either in person or through proxy	202				
	Shareholders	Present in person	Present through proxy	Total	Shares	% to capital
	Promoter and Promoter Group	12	0	12	53144909	39.17
	Public	186	4	190	24235435	17.86
	Total	198	4	202	77380344	57.03
5	No. of Shareholders attended the meeting through Video Conferencing: NA No Video Conferencing facility was made available.					



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DETAILS OF RESOLUTIONS PASSED THROUGH E-VOTING & INSTAPOLL:

Resolution ID	Category	Shares Held (1)	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
Resolution 1: Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2017. (Ordinary Resolution)								
Whether promoter/ promoter group are interested in the agenda/resolution?: No								
Mode of Voting : E - Voting								
1	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
1	Public – Institutional Holders	37312241	18741306	50.2283	18741306	0	100.0000	0.0000
1	Public-Others	34769064	24358292	70.0574	24358262	30	99.9999	0.0001
1	Total	135690561	106708854	78.6413	106708824	30	100.0000	0.0000
Mode of Voting : Instapoll								
1	Promoter and Promoter group	63609256	0	0	0	0	0.0000	0.0000
1	Public – Institutional Holders	37312241	0	0	0	0	0.0000	0.0000
1	Public-Others	34769064	13514	0.0389	13505	9	99.9334	0.0666
1	Total	135690561	13514	0.0389	13505	9	99.9334	0.0666
Mode of Voting : E – Voting & Instapoll (Consolidated)								
1	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
1	Public – Institutional Holders	37312241	18741306	50.2283	18741306	0	100.0000	0.0000
1	Public-Others	34769064	24371806	70.0962	24371767	39	99.9998	0.0002
1	Total	135690561	106722368	78.6513	106722329	39	99.9999	0.0001



Resolution ID	Category	Shares Held (1)	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
Resolution 2: Declaration of Dividend. (Ordinary Resolution)								
Whether promoter/ promoter group are interested in the agenda/resolution?: No								
Mode of Voting : E - Voting								
2	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
2	Public – Institutional Holders	37312241	18741306	50.2283	18741306	0	100.0000	0.0000
2	Public-Others	34769064	24358293	70.0574	24358263	30	99.9999	0.0001
2	Total	135690561	106708855	78.6413	106708825	0	100.0000	0.0000
Mode of Voting : Instapoll								
2	Promoter and Promoter group	63609256	0	0	0	0	0.0000	0.0000
2	Public – Institutional Holders	37312241	0	0	0	0	0.0000	0.0000
2	Public-Others	34769064	13514	0.0389	13505	9	99.9334	0.0666
2	Total	135690561	13514	0.0389	13505	9	99.9334	0.0666
Mode of Voting : E – Voting & Instapoll (Consolidated)								
2	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
2	Public – Institutional Holders	37312241	18741306	50.2283	18741306	0	100.0000	0.0000
2	Public-Others	34769064	24371807	70.0962	24371767	39	99.9998	0.0002
2	Total	135690561	106722369	78.6513	106722330	39	99.9999	0.0001



Resolution ID	Category	Shares Held (1)	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
Resolution 3: Re-appointment of Mr. M.R. Jaishankar, as a Director liable to retire by rotation. (Ordinary Resolution)								
Whether promoter/ promoter group are interested in the agenda/resolution?: Yes. Director being re-appointed and his relatives are interested.								
Mode of Voting : E - Voting								
3	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
3	Public – Institutional Holders	37312241	18741306	50.2283	16543503	2197803	88.2729	11.7271
3	Public-Others	34769064	24358294	70.0574	24358264	30	99.9999	0.0001
3	Total	135690561	106708856	78.6413	104511023	2197833	97.9403	2.0597
Mode of Voting : Instapoll								
3	Promoter and Promoter group	63609256	0	0	0	0	0.0000	0.0000
3	Public – Institutional Holders	37312241	0	0	0	0	0.0000	0.0000
3	Public-Others	34769064	13514	0.0389	13505	9	99.9334	0.0666
3	Total	135690561	13514	0.0389	13505	9	99.9334	0.0666
Mode of Voting : E – Voting & Instapoll (Consolidated)								
3	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
3	Public – Institutional Holders	37312241	18741306	50.2283	16543503	2197803	88.2729	11.7271
3	Public-Others	34769064	24371808	70.0962	24371769	39	99.9998	0.0002
3	Total	135690561	106722370	78.6513	104524528	2197842	97.9406	2.0594



Resolution ID	Category	Shares Held (1)	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
Resolution 4: Annual ratification of the appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Registration No.101049W) as Statutory Auditors and authorizing the Board of Directors to fix their remuneration. (Ordinary Resolution)								
Whether promoter/ promoter group are interested in the agenda/resolution?: No								
Mode of Voting : E - Voting								
4	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
4	Public – Institutional Holders	37312241	18741306	50.2283	18728366	12940	99.9310	0.0690
4	Public-Others	34769064	24358292	70.0574	24358261	31	99.9999	0.0001
4	Total	135690561	106708854	78.6513	106695883	12971	99.9878	0.0122
Mode of Voting : Instapoll								
4	Promoter and Promoter group	63609256	0	0	0	0	0.0000	0.0000
4	Public – Institutional Holders	37312241	0	0	0	0	0.0000	0.0000
4	Public-Others	34769064	13514	0.0389	13505	9	99.9334	0.0666
4	Total	135690561	13514	0.0389	13505	9	99.9334	0.0666
Mode of Voting : E – Voting & Instapoll (Consolidated)								
4	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
4	Public – Institutional Holders	37312241	18741306	50.2283	18728366	12940	99.9310	0.0690
4	Public-Others	34769064	24371806	70.0963	24371766	40	99.9999	0.0001
4	Total	135690561	106722368	78.6513	106709388	12980	99.9878	0.0122



Resolution ID	Category	Shares Held (1)	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
Resolution 5: Re-Appointment of Mr. M.R. Jaishankar, as Chairman & Managing Director of the Company. (Special Resolution).								
Whether promoter/ promoter group are interested in the agenda/resolution?: Yes. Director being re-appointed and his relatives are interested.								
Mode of Voting : E - Voting								
5	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
5	Public – Institutional Holders	37312241	18741306	50.2283	16519324	2221982	88.1440	11.8560
5	Public-Others	34769064	24358293	70.0574	24359261	32	99.9999	0.0001
5	Total	135690561	106708855	78.6413	104486841	2222014	97.9177	2.0823
Mode of Voting : Instapoll								
5	Promoter and Promoter group	63609256	0	0	0	0	0.0000	0.0000
5	Public – Institutional Holders	37312241	0	0	0	0	0.0000	0.0000
5	Public-Others	34769064	13514	0.0389	13505	9	99.9334	0.0666
5	Total	135690561	13514	0.0389	13505	9	99.9334	0.0666
Mode of Voting : E – Voting & Instapoll (Consolidated)								
5	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
5	Public – Institutional Holders	37312241	18741306	58.2283	16519324	2221982	88.1440	11.8560
5	Public-Others	34769064	24371807	70.0962	24371766	41	99.9998	0.0002
5	Total	135690561	106722369	78.6513	104500346	2222023	97.9179	2.0821



Resolution ID	Category	Shares Held (1)	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
Resolution 6: Re-Appointment of Ms. Githa Shankar, as Whole Time Director of the Company. (Special Resolution)								
Whether promoter/ promoter group are interested in the agenda/resolution?: Yes. Director being re-appointed and his relatives are interested.								
Mode of Voting : E - Voting								
6	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
6	Public – Institutional Holders	37312241	18741306	50.2283	17207216	1534090	91.8144	8.1856
6	Public-Others	34769064	24358293	70.0574	24358261	32	99.9999	0.0001
6	Total	135690561	106708855	78.6413	105174732	1534122	98.5623	1.4377
Mode of Voting : Instapoll								
6	Promoter and Promoter group	63609256	0	0	0	0	0.0000	0.0000
6	Public – Institutional Holders	37312241	0	0	0	0	0.0000	0.0000
6	Public-Others	34769064	13514	0.0389	13505	9	99.9334	0.0666
6	Total	135690561	13514	0.0389	13505	9	99.9334	0.0666
Mode of Voting : E – Voting & Instapoll (Consolidated)								
6	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
6	Public – Institutional Holders	37312241	18741306	58.2107	17207216	1534090	100.0000	0.0000
6	Public-Others	34769064	24371807	70.0962	24371766	41	99.9999	0.0010
6	Total	135690561	106722369	78.6513	105188238	1534131	98.5625	1.4375



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Resolution ID	Category	Shares Held (1)	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
Resolution 7: Approve the remuneration payable to M/s GNV & Associates, Cost Auditors for the Financial Year 2016-17. (Ordinary Resolution)								
Whether promoter/ promoter group are interested in the agenda/resolution?: No								
Mode of Voting : E - Voting								
7	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
7	Public – Institutional Holders	37312241	18741306	50.2283	18741306	0	100.0000	0.0000
7	Public-Others	34769064	24358293	70.0574	24358261	31	99.9999	0.0001
7	Total	135690561	106708854	78.6413	106708823	31	100.0000	0.0000
Mode of Voting : Instapoll								
7	Promoter and Promoter group	63609256	0	0	0	0	0.0000	0.0000
7	Public – Institutional Holders	37312241	0	0	0	0	0.0000	0.0000
7	Public-Others	34769064	13514	0.0389	13505	9	99.9334	0.0666
7	Total	135690561	13514	0.0389	13505	9	99.9334	0.0666
Mode of Voting : E – Voting & Instapoll (Consolidated)								
7	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
7	Public – Institutional Holders	37312241	18741306	50.2283	18741306	0	100.0000	0.0000
7	Public-Others	34769064	24371807	70.0962	24371767	40	99.9998	0.0002
7	Total	135690561	106722369	78.6513	106719329	40	99.9999	0.0001



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Resolution ID	Category	Shares Held (1)	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
Resolution 8: Approve the ESOP for the employees of the Company. (Special Resolution).								
Whether promoter/ promoter group are interested in the agenda/resolution?: No								
Mode of Voting : E - Voting								
8	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
8	Public – Institutional Holders	37312241	18741306	50.2283	11257232	7484074	60.0664	39.9336
8	Public-Others	34769064	24358291	70.0574	24358261	30	99.9999	0.0001
8	Total	135690561	106708853	78.6413	99224749	7484104	92.9864	7.0136
Mode of Voting : Instapoll								
8	Promoter and Promoter group	63609256	0	0	0	0	0.0000	0.0000
8	Public – Institutional Holders	37312241	0	0	0	0	0.0000	0.0000
8	Public-Others	34769064	13514	0.0389	13505	9	99.9334	0.0666
8	Total	135690561	13514	0.0389	13505	9	99.9334	0.0666
Mode of Voting : E – Voting & Instapoll (Consolidated)								
8	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
8	Public – Institutional Holders	37312241	18741306	50.2283	11257232	7484074	100.0000	0.0000
8	Public-Others	34769064	24371805	70.0962	24371766	39	99.9998	0.0001
8	Total	135690561	106722367	78.6513	99238254	7484113	92.9873	7.0127



Resolution ID	Category	Shares Held (1)	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
Resolution 9: Approve the ESOP for the employees of the Subsidiaries. (Special Resolution).								
Whether promoter/ promoter group are interested in the agenda/resolution?: No								
Mode of Voting : E - Voting								
8	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
8	Public – Institutional Holders	37312241	18741306	50.2283	11257232	7484074	60.0664	39.9336
8	Public-Others	34769064	24358291	70.0574	24358261	30	99.9999	0.0001
8	Total	135690561	106708853	78.6413	99224749	7484104	92.9864	7.0136
Mode of Voting : Instapoll								
8	Promoter and Promoter group	63609256	0	0	0	0	0.0000	0.0000
8	Public – Institutional Holders	37312241	0	0	0	0	0.0000	0.0000
8	Public-Others	34769064	13514	0.0389	13505	9	99.9334	0.0666
8	Total	135690561	13514	0.0389	13505	9	99.9334	0.0666
Mode of Voting : E – Voting & Instapoll (Consolidated)								
8	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
8	Public – Institutional Holders	37312241	18741306	50.2283	11257232	7484074	100.0000	0.0000
8	Public-Others	34769064	24371805	70.0962	24371766	39	99.9998	0.0001
8	Total	135690561	106722367	78.6513	99238254	7484113	92.9873	7.0127

For Brigade Enterprises Limited


Company Secretary



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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. 1,50,00,00,000
Paid up Capital : Rs. 1,35,69,05,610

Reg: Consolidated Report of Scrutinizer on voting by the Shareholders on the Agendas set out in the Notice Convening the 22nd Annual General Meeting

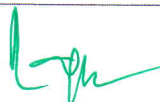
Sir,

1. The Board of Directors of Brigade Enterprises Limited (hereinafter referred to as "the Company") passed a Resolution at their Meeting held on 8th August, 2017 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 22nd Annual General Meeting of Brigade Enterprises Limited held on 21st September, 2017 at the Sheraton Grand Bengaluru Hotel, Brigade Gateway Campus, 26/1, Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bengaluru - 560 055 at 10.30 A.M.

2. The following Resolutions were placed on the e-voting platform <https://evoting.karvy.com> of Karvy Computershare 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 Annual Accounts and Reports thereon for the financial year ended 31st March, 2017.	Ordinary
R-02	Declaration of Final Dividend	Ordinary
R-03	Re-appointment of Mr. M.R. Jaishankar (DIN 00191267), as a Director liable to retire by rotation	Ordinary
R-04	Annual ratification of the appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Registration No.101049W) as Statutory Auditors and authorizing the Board of Directors to fix their remuneration.	Ordinary




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R-05	Re-appointment of Mr. M R Jaishankar (DIN 00191267) as Chairman & Managing Director of the Company for a further period of five years with effect from 1 st April, 2017 and to fix his remuneration.	Special
R-06	Re-appointment of Mrs. Githa Shankar (DIN 01612882) as Wholtime Director of the Company for a further period of five years with effect from 1 st April, 2017 and to fix her remuneration.	Special
R-07	Approve the remuneration payable to M/s GNV & Associates, Cost Auditors for the Financial Year 2016-17.	Ordinary
R-08	Approval of Brigade Employee Stock Option Plan 2017	Special
R-09	Approval for extension of Brigade Employee Stock Option Plan 2017 to employees of Subsidiary Companies	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 Karvy Computershare 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 **28th August, 2017** the dispatch of 53,168 (Fifty Three Thousand One Hundred Sixty Eight) numbers of the 22nd Annual Report together with the Notice convening the 22nd Annual General Meeting. 24,178 Reports were dispatched through courier/post and 28,990 reports were electronically dispatched to its Members whose name(s) appeared on the Register of Members/ List of Beneficiaries as on **18th August, 2017** and who were entitled to vote on the resolutions stated above.
 - 4.2 The e-voting opened at 09.00 A.M on Monday, **18th September, 2017** and remained open upto 05.00 P.M, Wednesday **20th September, 2017**. Cut-off date for remote e-voting was fixed as **14th September, 2017**.
 - 4.3 Instapoll facility provided at the venue of the Annual General Meeting was operational till all the resolutions were considered and voted upon, only by the members attending the meeting and who have not voted through Remote e-voting.
 - 4.4 The votes were unblocked in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 first on 20th September, 2017 at 5.07 P.M and subsequently after the ascertaining the Instapoll votes cast at the Annual General Meeting, in the presence of Mrs. Aarthi G Krishna and Mr. Abhishek N who are not in any way connected with the Company and have signed below as witness to the unblocking of the votes.
 - 4.5 Following documents were generated on the website of Karvy Computershare 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
 - 4.5.4 Top 50 shareholders who have cast vote in favor of the resolutions
 - 4.5.5 Top 50 shareholders who have cast vote against the resolutions

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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	
<i>No. of Ballots</i>	<i>No. of Shares</i>	<i>No. of Ballots</i>	<i>No. of Votes</i>	<i>No. of Ballots</i>	<i>No. of Shares</i>
170	107168421	88	13514	258	107181935*

****** Representing 78.99% 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	255	106722329	3	39	0	459567	258	106722368
R-02	255	106722329	3	39	0	459567	258	106722369
R-03	254	104524528	4	2197842	0	459565	258	106722370
R-04	252	106709388	6	12980	0	459567	258	106722368
R-07	254	106722329	4	40	0	459566	258	106722369
Special Resolutions								
R-05	250	104500346	8	2222023	0	459566	258	106722369
R-06	230	105188238	28	1534132	0	459565	258	106722370
R-08	222	99238256	33	7484113	3	459566	258	106722367
R-09	225	99238257	33	7484113	0	459565	258	106722370

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.



K RAJSHEKAR

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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 22nd 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

Place : Bengaluru

Date: 21st September, 2017

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

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

Abhishek N
328/B, 14th Cross, 5th Main,
Sadashivanagar
Bengaluru – 560 080

Place : Bengaluru

Date: 21st September, 2017