

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



BRIGADE

Building Positive Experiences

Ref: BEL/NSEBSE/VR/17082018

17th August, 2018

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 Third Annual General Meeting

The Twenty Third Annual General Meeting of the Company was held as scheduled on Thursday, 16th August, 2018 at 11:00 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 Instapoll and based on his report all the resolutions wereduly passed with requite majority.

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

- ❖ Proceedings of the Twenty Third 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.

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 is recognised as one among the best in
Construction & Real Estate Industry.



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BRIGADE ENTERPRISES LIMITED

PROCEEDINGS OF THE 23RD ANNUAL GENERAL MEETING

The Company had availed E-voting facility from M/s Karvy Computershare Private Limited to enable Shareholders to vote in electronic form & Instapoll was conducted at the venue 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.

The Shareholders raised queries in the meeting which were answered by the Chairman.

Sl No.	Description	Details				
1	Date of AGM	16-08-2018				
2	Cut-off date	10-08-2018				
3	Total number of Shareholders on cut-off date	53691				
4	No of Shareholders present in the meeting either in person or through proxy	316				
	Shareholders	Present in person	Present through proxy	Total	Shares	% to capital
	Promoter and Promoter Group	15	0	15	63600318	46.72
	Public	297	4	301	7268483	5.34
	Total	312	4	316	70868801	52.06
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, 2018. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
2	Declaration of Dividend. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority



Brigade is recognised as one among the Best 1000 Construction & Real Estate Industry.



3	Re-appointment of Ms. Githa Shankar, as a Director liable to retire by rotation (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
4	Appointment of Mr. Pradeep Kumar Panja as Independent Director of the Company. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
5	Appointment of Dr. Venkatesh Panchapagesan as Independent Director of the Company. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
6	Appointment of Mr. Amar Mysore as Whole-time Director of the Company. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
7	Appointment of Ms. Nirupa Shankar as Whole-time Director of the Company. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
8	Appointment of Ms. Pavitra Shankar as Whole-time Director of the Company. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
9	Approval of remuneration payable to Messrs Murthy & Co. LLP, Cost Accountants, Cost Auditors for the financial year 2017-18. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
10	Approval of Commission payable to Independent Directors (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
11	Borrowing Powers to the Board of Directors. (Special Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
12	Creation of Charge on the Assets of the Company. (Special Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
13	Issue of Non-Convertible Debentures on Private Placement basis. (Special Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority

For Brigade Enterprises Limited

Company Secretary

BRIGADE ENTERPRISES LIMITED

PROCEEDINGS OF THE 23RD ANNUAL GENERAL MEETING

Sl No.	Description	Details				
1	Date of AGM	16-08-2018				
2	Cut-off date	10-08-2018				
3	Total number of Shareholders on cut-off date	53691				
4	No of Shareholders present in the meeting either in person or through proxy	316				
	Shareholders	Present in person	Present through proxy	Total	Shares	% to capital
	Promoter and Promoter Group	15	0	15	63600318	46.72
	Public	297	4	301	7268483	5.34
	Total	312	4	316	70868801	52.06
5	No. of Shareholders attended the meeting through Video Conferencing: NA No Video Conferencing facility was made available.					



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, 2018. (Ordinary Resolution)								
Whether promoter/ promoter group are interested in the agenda/resolution?: No								
Mode of Voting : E – Voting								
1	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
1	Public – Institutional Holders	390,94,802	170,02,914	43.4915	170,02,914	0	100.0000	0.0000
1	Public-Others	334,31,491	145,52,173	43.5283	145,52,173	0	100.0000	0.0000
1	Total	1361,26,611	944,58,290	69.3900	944,58,290	0	100.0000	0.0000
Mode of Voting : Instapoll								
1	Promoter and Promoter group	636,00,318	0	0	0	0	0.0000	0.0000
1	Public – Institutional Holders	390,94,802	5,00,000	1.2789	5,00,000	0	100.0000	0.0000
1	Public-Others	334,31,491	15,62,603	4.6740	15,62,560	43	99.9972	0.0028
1	Total	1361,26,611	20,62,603	1.5152	20,62,560	43	99.9979	0.0021
Mode of Voting : E – Voting & Instapoll (Consolidated)								
1	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
1	Public – Institutional Holders	390,94,802	175,02,914	44.7704	175,02,914	0	100.0000	0.0000
1	Public-Others	334,31,491	161,14,776	48.2023	161,14,733	43	99.9997	0.0003
1	Total	1361,26,611	965,20,893	70.9052	965,20,850	43	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	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
2	Public – Institutional Holders	390,94,802	170,02,914	43.4915	170,02,914	0	100.0000	0.0000
2	Public-Others	334,31,491	145,52,173	43.5283	145,52,173	0	100.0000	0.0000
2	Total	1361,26,611	944,58,290	69.3900	944,58,290	0	100.0000	0.0000
Mode of Voting : Instapoll								
2	Promoter and Promoter group	636,00,318	0	0	0	0	0.0000	0.0000
2	Public – Institutional Holders	390,94,802	5,00,000	1.2789	5,00,000	0	100.0000	0.0000
2	Public-Others	334,31,491	15,62,603	4.6740	15,62,558	45	99.9971	0.0029
2	Total	1361,26,611	20,62,603	1.5152	20,62,558	45	99.9978	0.0022
Mode of Voting : E – Voting & Instapoll (Consolidated)								
2	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
2	Public – Institutional Holders	390,94,802	175,02,914	44.7704	175,02,914	0	100.0000	0.0000
2	Public-Others	334,31,491	161,14,776	48.2023	161,14,731	45	99.9997	0.0003
2	Total	1361,26,611	965,20,893	70.9052	965,20,848	45	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 Ms. Githa Shankar, 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	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
3	Public – Institutional Holders	390,94,802	170,02,914	43.4915	170,02,914	0	100.0000	0.0000
3	Public-Others	334,31,491	145,52,173	43.5283	145,52,166	7	99.9999	0.0001
3	Total	1361,26,611	944,58,290	69.3900	944,58,283	7	100.0000	0.0000
Mode of Voting : Instapoll								
3	Promoter and Promoter group	636,00,318	0	0	0	0	0.0000	0.0000
3	Public – Institutional Holders	390,94,802	5,00,000	1.2789	5,00,000	0	100.0000	0.0000
3	Public-Others	334,31,491	15,62,603	4.6740	15,62,560	43	99.9972	0.0028
3	Total	1361,26,611	20,62,603	1.5152	20,62,560	43	99.9979	0.0021
Mode of Voting : E – Voting & Instapoll (Consolidated)								
3	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
3	Public – Institutional Holders	390,94,802	175,02,914	44.7704	175,02,914	0	100.0000	0.0000
3	Public-Others	334,31,491	161,14,776	48.2023	161,14,726	50	99.9997	0.0003
3	Total	1361,26,611	965,20,893	70.9052	965,20,843	50	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 4: Appointment of Mr. Pradeep Kumar Panja as Independent Director of the Company. (Ordinary Resolution)								
Whether promoter/ promoter group are interested in the agenda/resolution?: No								
Mode of Voting : E - Voting								
4	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
4	Public – Institutional Holders	390,94,802	170,02,914	43.4915	170,02,914	0	100.0000	0.0000
4	Public-Others	334,31,491	145,52,173	43.5283	145,52,123	50	99.9996	0.0004
4	Total	1361,26,611	944,58,290	69.3900	944,58,240	50	100.0000	0.0000
Mode of Voting : Instapoll								
4	Promoter and Promoter group	636,00,318	0	0	0	0	0.0000	0.0000
4	Public – Institutional Holders	390,94,802	5,00,000	1.2789	5,00,000	0	100.0000	0.0000
4	Public-Others	334,31,491	15,62,603	4.6740	15,62,560	43	99.9972	0.0028
4	Total	1361,26,611	20,62,603	1.5152	20,62,560	43	99.9979	0.0021
Mode of Voting : E – Voting & Instapoll (Consolidated)								
4	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
4	Public – Institutional Holders	390,94,802	175,02,914	44.7704	175,02,914	0	100.0000	0.0000
4	Public-Others	334,31,491	161,14,776	48.2023	161,14,683	93	99.9994	0.0006
4	Total	1361,26,611	965,20,893	70.9052	965,20,800	93	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 5: Appointment of Dr. Venkatesh Panchapagesan as Independent Director of the Company. (Ordinary Resolution).								
Whether promoter/ promoter group are interested in the agenda/resolution?: No								
Mode of Voting : E – Voting								
5	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
5	Public – Institutional Holders	390,94,802	170,02,914	43.4915	170,02,914	0	100.0000	0.0000
5	Public-Others	334,31,491	145,52,173	43.5283	145,52,136	37	99.9997	0.0003
5	Total	1361,26,611	944,58,290	69.3900	944,58,253	37	100.0000	0.0000
Mode of Voting : Instapoll								
5	Promoter and Promoter group	636,00,318	0	0	0	0	0.0000	0.0000
5	Public – Institutional Holders	390,94,802	5,00,000	1.2789	5,00,000	0	100.0000	0.0000
5	Public-Others	334,31,491	15,62,603	4.6740	15,62,560	43	99.9972	0.0028
5	Total	1361,26,611	20,62,603	1.5152	20,62,560	43	99.9979	0.0021
Mode of Voting : E – Voting & Instapoll (Consolidated)								
5	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
5	Public – Institutional Holders	390,94,802	175,02,914	44.7704	175,02,914	0	100.0000	0.0000
5	Public-Others	334,31,491	161,14,776	48.2023	161,14,696	80	99.9995	0.0005
5	Total	1361,26,611	965,20,893	70.9052	965,20,813	80	99.9999	0.0001



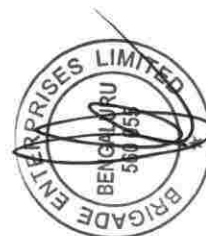
Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution 6: Appointment of Mr. Amar Mysore as Whole-time Director of the Company. (Ordinary Resolution)								
Whether promoter/ promoter group are interested in the agenda/resolution?: Yes. The Whole-time Director being appointed is related to Promoter Group.								
Mode of Voting : E - Voting								
6	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
6	Public – Institutional Holders	390,94,802	170,02,914	43.4915	170,02,910	4	100.0000	0.0000
6	Public-Others	334,31,491	145,52,173	43.5283	145,52,153	20	99.9998	0.0002
6	Total	1361,26,611	944,58,290	69.3900	944,58,266	24	100.0000	0.0000
Mode of Voting : Instapoll								
6	Promoter and Promoter group	636,00,318	0	0	0	0	0.0000	0.0000
6	Public – Institutional Holders	390,94,802	5,00,000	1.2789	5,00,000	0	100.0000	0.0000
6	Public-Others	334,31,491	15,62,603	4.6740	15,62,560	43	99.9972	0.0028
6	Total	1361,26,611	20,62,603	1.5152	20,62,560	43	99.9979	0.0021
Mode of Voting : E – Voting & Instapoll (Consolidated)								
6	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
6	Public – Institutional Holders	390,94,802	175,02,914	44.7704	175,02,910	4	100.0000	0.0000
6	Public-Others	334,31,491	161,14,776	48.2023	161,14,713	63	99.9996	0.0004
6	Total	1361,26,611	965,20,893	70.9052	965,20,826	67	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 7: Appointment of Ms. Nirupa Shankar as Whole-time Director of the Company. (Ordinary Resolution)								
Whether promoter/ promoter group are interested in the agenda/resolution?: Yes. Promoter Group Director being appointed.								
Mode of Voting : E – Voting								
7	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
7	Public – Institutional Holders	390,94,802	170,02,914	43.4915	170,02,910	4	100.0000	0.0000
7	Public-Others	334,31,491	145,52,173	43.5283	145,52,153	20	99.9998	0.0002
7	Total	1361,26,611	944,58,290	69.3900	944,58,266	24	100.0000	0.0000
Mode of Voting : Instapoll								
7	Promoter and Promoter group	636,00,318	0	0	0	0	0.0000	0.0000
7	Public – Institutional Holders	390,94,802	5,00,000	1.2789	5,00,000	0	100.0000	0.0000
7	Public-Others	334,31,491	15,62,603	4.6740	15,62,560	43	99.9972	0.0028
7	Total	1361,26,611	20,62,603	1.5152	20,62,560	43	99.9979	0.0021
Mode of Voting : E – Voting & Instapoll (Consolidated)								
7	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
7	Public – Institutional Holders	390,94,802	175,02,914	44.7704	175,02,910	4	100.0000	0.0000
7	Public-Others	334,31,491	161,14,776	48.2023	161,14,713	63	99.9996	0.0004
7	Total	1361,26,611	965,20,893	70.9052	965,20,826	67	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 8: Appointment of Ms. Pavitra Shankar as Whole-time Director of the Company. (Ordinary Resolution)								
Whether promoter/ promoter group are interested in the agenda/resolution?: Yes. The Whole-time Director being appointed is related to Promoter Directors.								
Mode of Voting : E - Voting								
8	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
8	Public – Institutional Holders	390,94,802	170,02,914	43.4915	170,02,910	4	100.0000	0.0000
8	Public-Others	334,31,491	145,52,153	43.5283	145,52,153	0	100.0000	0.0000
8	Total	1361,26,611	944,58,270	69.3900	944,58,266	4	100.0000	0.0000
Mode of Voting : Instapoll								
8	Promoter and Promoter group	636,00,318	0	0	0	0	0.0000	0.0000
8	Public – Institutional Holders	390,94,802	5,00,000	1.2789	5,00,000	0	100.0000	0.0000
8	Public-Others	334,31,491	15,62,603	4.6740	15,62,560	43	99.9972	0.0028
8	Total	1361,26,611	20,62,603	1.5152	20,62,560	43	99.9979	0.0021
Mode of Voting : E – Voting & Instapoll (Consolidated)								
8	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
8	Public – Institutional Holders	390,94,802	175,02,914	44.7704	175,02,910	4	100.0000	0.0000
8	Public-Others	334,31,491	161,14,756	48.2023	161,14,713	43	99.9997	0.0003
8	Total	1361,26,611	965,20,873	70.9052	965,20,826	47	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 9: Approve Approval of remuneration payable to Messrs Murthy & Co. LLP, Cost Accountants, Cost Auditors for the financial year 2017-18. (Ordinary Resolution).								
Whether promoter/ promoter group are interested in the agenda/resolution?: No								
Mode of Voting : E - Voting								
9	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
9	Public – Institutional Holders	390,94,802	170,02,914	43.4915	170,02,914	0	100.0000	0.0000
9	Public-Others	334,31,491	145,52,173	43.5283	145,52,173	0	100.0000	0.0000
9	Total	1361,26,611	944,58,290	69.3900	944,58,290	0	100.0000	0.0000
Mode of Voting : Instapoll								
9	Promoter and Promoter group	636,00,318	0	0	0	0	0.0000	0.0000
9	Public – Institutional Holders	390,94,802	5,00,000	1.2789	5,00,000	0	100.0000	0.0000
9	Public-Others	334,31,491	15,62,603	4.6740	15,62,560	43	99.9972	0.0028
9	Total	1361,26,611	20,62,603	1.5152	20,62,560	43	99.9979	0.0021
Mode of Voting : E – Voting & Instapoll (Consolidated)								
9	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
9	Public – Institutional Holders	390,94,802	175,02,914	44.7704	175,02,914	0	100.0000	0.0000
9	Public-Others	334,31,491	161,14,776	48.2023	161,14,733	43	99.9997	0.0003
9	Total	1361,26,611	965,20,893	70.9052	965,20,850	43	100.0000	0.0000



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 10: Approval of Commission payable to Independent Directors. (Ordinary Resolution).								
Whether promoter/ promoter group are interested in the agenda/resolution?: No								
Mode of Voting : E - Voting								
10	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
10	Public – Institutional Holders	390,94,802	170,02,914	43.4915	169,91,675	11,239	99.9338	0.0661
10	Public-Others	334,31,491	145,52,173	43.5283	145,52,136	37	99.9997	0.0003
10	Total	1361,26,611	944,58,290	69.3900	944,47,014	11,276	99.9881	0.0119
Mode of Voting : Instapoll								
10	Promoter and Promoter group	636,00,318	0	0	0	0	0.0000	0.0000
10	Public – Institutional Holders	390,94,802	5,00,000	1.2789	5,00,000	0	100.0000	0.0000
10	Public-Others	334,31,491	15,62,603	4.6740	15,62,407	196	99.9875	0.0125
10	Total	1361,26,611	20,62,603	1.5152	20,62,407	196	99.9905	0.0095
Mode of Voting : E – Voting & Instapoll (Consolidated)								
10	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
10	Public – Institutional Holders	390,94,802	175,02,914	44.7704	174,91,675	11,239	99.9358	0.0642
10	Public-Others	334,31,491	161,14,776	48.2023	161,14,543	233	99.9986	0.0014
10	Total	1361,26,611	965,20,893	70.9052	965,09,421	11,472	99.9881	0.0119



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 11: Borrowing Powers to the Board of Directors. (Special Resolution).								
Whether promoter/ promoter group are interested in the agenda/resolution?: No								
Mode of Voting : E - Voting								
11	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
11	Public – Institutional Holders	390,94,802	170,02,914	43.4915	170,02,914	0	100.0000	0.0000
11	Public-Others	334,31,491	145,52,173	43.5283	145,52,137	36	99.9997	0.0003
11	Total	1361,26,611	944,58,290	69.3900	944,58,254	36	100.0000	0.0000
Mode of Voting : Instapoll								
11	Promoter and Promoter group	636,00,318	0	0	0	0	0.0000	0.0000
11	Public – Institutional Holders	390,94,802	5,00,000	1.2789	5,00,000	0	100.0000	0.0000
11	Public-Others	334,31,491	15,62,603	4.6740	15,62,560	43	99.9972	0.0028
11	Total	1361,26,611	20,62,603	1.5152	20,62,560	43	99.9979	0.0021
Mode of Voting : E – Voting & Instapoll (Consolidated)								
11	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
11	Public – Institutional Holders	390,94,802	175,02,914	44.7704	175,02,914	0	100.0000	0.0000
11	Public-Others	334,31,491	161,14,776	48.2023	161,14,697	79	99.9995	0.0005
11	Total	1361,26,611	965,20,893	70.9052	965,20,814	79	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 12: Creation of Charge on the Assets of the Company. (Special Resolution).								
Whether promoter/ promoter group are interested in the agenda/resolution?: No								
Mode of Voting : E - Voting								
12	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
12	Public – Institutional Holders	390,94,802	170,02,914	43.4915	170,02,914	0	100.0000	0.0000
12	Public-Others	334,31,491	145,52,173	43.5283	145,52,137	36	99.9997	0.0003
12	Total	1361,26,611	944,58,290	69.3900	944,58,254	36	100.0000	0.0000
Mode of Voting : Instapoll								
12	Promoter and Promoter group	636,00,318	0	0	0	0	0.0000	0.0000
12	Public – Institutional Holders	390,94,802	5,00,000	1.2789	5,00,000	0	100.0000	0.0000
12	Public-Others	334,31,491	15,62,603	4.6740	15,62,555	48	99.9972	0.0028
12	Total	1361,26,611	20,62,603	1.5152	20,62,555	48	99.9976	0.0024
Mode of Voting : E – Voting & Instapoll (Consolidated)								
12	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
12	Public – Institutional Holders	390,94,802	175,02,914	44.7704	175,02,914	0	100.0000	0.0000
12	Public-Others	334,31,491	161,14,776	48.2023	161,14,692	84	99.9995	0.0005
12	Total	1361,26,611	965,20,893	70.9052	965,20,809	84	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 13: Issue of Non-Convertible Debentures on Private Placement basis. (Special Resolution).								
Whether promoter/ promoter group are interested in the agenda/resolution?: No								
Mode of Voting : E - Voting								
13	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
13	Public – Institutional Holders	390,94,802	170,02,914	43.4915	170,02,914	0	100.0000	0.0000
13	Public-Others	334,31,491	145,52,173	43.5283	145,52,173	0	100.0000	0.0000
13	Total	1361,26,611	944,58,290	69.3900	944,58,290	0	100.0000	0.0000
Mode of Voting : Instapoll								
13	Promoter and Promoter group	636,00,318	0	0	0	0	0.0000	0.0000
13	Public – Institutional Holders	390,94,802	5,00,000	1.2789	5,00,000	0	100.0000	0.0000
13	Public-Others	334,31,491	15,62,603	4.6740	15,62,407	196	99.9875	0.0025
13	Total	1361,26,611	20,62,603	1.5152	20,62,407	196	99.9905	0.0095
Mode of Voting : E – Voting & Instapoll (Consolidated)								
13	Promoter and Promoter group	636,00,318	629,03,203	98.9039	629,03,203	0	100.0000	0.0000
13	Public – Institutional Holders	390,94,802	175,02,914	44.7704	175,02,914	0	100.0000	0.0000
13	Public-Others	334,31,491	161,14,776	48.2023	161,14,580	196	99.9988	0.0012
13	Total	1361,26,611	965,20,893	70.9052	965,20,697	196	99.9998	0.0002

For Brigade Enterprises Limited

Company Secretary



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.1,36,12,66,110

Reg: Consolidated Report of Scrutinizer on voting by the Shareholders on the Agendas set out in the Notice Convening the 23rd 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 **22nd June, 2018** 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 23rd Annual General Meeting of Brigade Enterprises Limited held on 16th August, 2018 at the Sheraton Grand Bengaluru Hotel, Brigade Gateway Campus, 26/1, Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bengaluru - 560 055 at 11.00 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 31 st March, 2018.	Ordinary
R-02	Declaration of Final Dividend	Ordinary
R-03	Re-appointment of Ms. Githa Shankar (DIN 01612882), as a Director liable to retire by rotation	Ordinary
R-04	Appointment of Mr. Pradeep Kumar Panja (DIN 03614568) as Independent Director of the Company for a period of five years commencing from May 16, 2018	Ordinary
R-05	Appointment of Dr. Venkatesh Panchapagesan (DIN 07942333) as	Ordinary



COMPANY SECRETARY

	Independent Director of the Company for a period of five years commencing from 16 th May, 2018	
R-06	Appointment of Mr. Amar Mysore (DIN 03218587) as Whole-time Director designated as Executive Director of the Company for a period of five years with effect from 16 th May, 2018 and fix his remuneration.	Ordinary
R-07	Appointment of Mr. Nirupa Shankar (DIN 02750342) as Whole-time Director designated as Executive Director of the Company for a period of five years with effect from 16 th May, 2018 and fix her remuneration.	Ordinary
R-08	Appointment of Mr. Pavithra Shankar (DIN 08133119) as Whole-time Director designated as Executive Director of the Company for a period of five years with effect from 16 th May, 2018 and fix her remuneration.	Ordinary
R-09	Approve remuneration payable to M/s Murthy & Co. LLP, Cost Auditors, for the Financial Year 2017-18.	Ordinary
R-10	Approve distribution of 1% of the Net profits amongst the Independent Directors of the Company for a period of five years commencing from 1 st April, 2018	Ordinary
R-11	Approve enhancement of borrowing powers of the Board of Directors upto a Rs. 5000 Crores	Special
R-12	Approve creation of mortgage, charge, hypothecation lien and other encumbrances on the assets of the Company for securing borrowings upto a Rs. 5000 Crores	Special
R-13	Approve issue and allotment of secured or unsecured redeemable non-convertible debentures aggregating upto Rs. 450 Crores on private placement basis	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 23rd July, 2018 the dispatch of 53,882 (Fifty Three Thousand Eight Hundred and Eighty Two) numbers of the 23rd Annual Report together with the Notice convening the 23rd Annual General Meeting. 19,001 Reports were dispatched through courier/post and 34,881 reports were electronically dispatched to its Members whose name(s) appeared on the Register of Members/ List of Beneficiaries as on **13th July, 2018**. Members holding shares as on **10th August, 2018** were entitled to vote on the resolutions stated above.
 - 4.2 The e-voting opened at 09.00 A.M on Monday, **13th August, 2018** and remained open upto 05.00 P.M, Wednesday **15th August, 2018**. Cut-off date for remote e-voting was fixed as **10th August, 2018**.
 - 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. **312 Members were present in person on 4 were present through Proxy.**

COMPANY SECRETARY

- 4.4 The votes were unblocked in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 first on 15th August, 2018 at 6.04 P.M and subsequently after ascertaining the Instapoll votes cast at the Annual General Meeting, in the presence of Mrs. Aarthi G Krishna and Mr. Sathish K R, 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
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
154	95252055	193	2062603	347	97314658*

**Representing 71.49% 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	344	96520850	3	43	0	793765	347	97314658
R-02	343	96520848	4	45	0	793765	347	97314658
R-03	343	96520843	4	50	0	793765	347	97314658
R-04	342	96520800	5	93	0	793765	347	97314658
R-05	342	96520813	5	80	0	793765	347	97314658
R-06	339	96520826	8	67	0	793765	347	97314658
R-07	339	96520826	8	67	0	793765	347	97314658
R-08	339	96520826	7	47	20	793765	347	97314658

COMPANY SECRETARY

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
R-09	344	96520850	3	43	0	793765	347	97314658
R-10	338	96509421	9	11472	0	793765	347	97314658
Special Resolutions								
R-11	342	96520814	5	79	0	793765	347	97314658
R-12	341	96520809	6	84	0	793765	347	97314658
R-13	341	96520697	6	196	0	793765	347	97314658

- 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.
- 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 23rd Annual General Meeting and the same shall be handed over to the Company Secretary for safe keeping.

Thanking You

Yours Truly

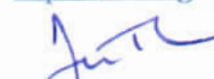



K RAJSHEKAR
COMPANY SECRETARY
CP No. 2468

Place : Bengaluru

Date: 16th August, 2018

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



Sathish K R
Advocate
328/B, 14th Cross, 5th Main,
Sadashivanagar
Bengaluru – 560 080

Place : Bengaluru

Date: 16th August, 2018