

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



Ref: BEL/NSEBSE/04042022

4th April, 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

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

Dear Sir/Madam,

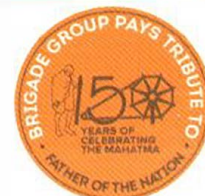
Sub.: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice and Calendar of Events

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice along with the explanatory statement sent to Members for the following matters:

S. No.	Description of the Special Resolution
1.	Approval of 'Brigade Employee Stock Option Plan' and grant of Employee Stock Options to the Employees of the Company under the Plan
2.	Approval to grant stock options to the Employees of the Company's Subsidiaries/Associate companies/Joint Ventures under the 'Brigade Employee Stock Option Plan'
3.	Adoption of newly substituted Articles of Association of the Company
4.	Approval for 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, 2022

In accordance with the General Circular No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No.22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021 and No. 20/2021 dated 8th December, 2021 issued by Ministry of Corporate Affairs, the aforesaid Postal Ballot Notice is being sent only in electronic mode to those Members whose Email Ids were registered with KFin Technologies Limited, Registrar and Transfer Agent of the Company ("KFinTech" or "RTA") or Depositories or whose names are recorded in the Register of Members/ Beneficial Owners as on the Cut-off date i.e, Thursday, 31st March, 2022.

The Company has engaged the services of KFin Technologies Limited to provide remote e-voting facility to its Members. The remote e-voting will commence on Tuesday, 5th April, 2022 at 9:00 a.m. and will end at 5:00 p.m. on Wednesday, 4th May, 2022 after which the e-voting module shall be disabled. The voting rights of Members shall be in proportion to their shareholding



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in the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, 31st March, 2022. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

This Postal Ballot Notice will also be available on the Company's website at www.brigadegroup.com the Company's Registrar and Transfer Agent at www.evoting.kfintech.com and on the websites of National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com.

The details of the calendar of events for the Postal Ballot (remote e-voting) to be conducted are as follows:

S No	Event Details	Timeline
1.	Cut off date for determining list of Members eligible for remote e-voting	Thursday, 31 st March, 2022
2.	Date of Completion of dispatch of Notice (by electronic means) to Members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Cut-off date	Monday, 4 th April, 2022
3.	Date and time of commencement of e-voting	Tuesday, 5 th April, 2022 at 9.00 a.m.
4.	Date and time of closure of e-voting	Wednesday, 4 th May, 2022 at 5.00 p.m.
5.	Declaration of results of Postal Ballot	On or before Friday, 6 th May, 2022

Kindly acknowledge the receipt and take the same on your records.

Thanking you
Yours faithfully,

For Brigade Enterprises Limited

A Om Prakash
Company Secretary and Compliance Officer



Enclosure: Postal Ballot Notice

Cc:
National Securities Depository Limited
Central Depository Services (India) Limited
KFin Technologies Limited



BRIGADE ENTERPRISES LIMITED

Corporate Identity Number (CIN): L85110KA1995PLC019126

Regd. Office: 29th & 30th Floor, World Trade Center, Brigade Gateway Campus
26/1, Dr Rajkumar Road, Malleswaram-Rajajinagar, Bangalore 560 055

Phone: +91-80-41379200

Email: enquiry@brigadegroup.com Website: www.brigadegroup.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

To

The Members of Brigade Enterprises Limited

Notice is hereby given that the resolutions set out below is proposed to be passed by the members of Brigade Enterprises Limited ("**the Company**") by means of Postal Ballot, only by way of remote e-voting process ("**e-voting**"), pursuant to Section 108 and 110 of the Companies Act, 2013 ("**the Act**"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

Item No. 1: As a Special Resolution – Approval of 'Brigade Employee Stock Option Plan' and grant of Employee Stock Options to the Employees of the Company under the Plan

Approval under Section 62 of the Act and the Companies (Share Capital and Debentures) Rules 2014 and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to introduce and implement 'Brigade Employee Stock Option Plan' ('**Brigade ESOP** or '**the Scheme**' or '**the Plan**') to grant, offer, issue and allot in one or more tranches at any time to or to the benefit of employees of the Company and Directors of the Company (Executive Directors and Non-Executive Directors but excluding Independent Directors, Promoters/Promoter Group Directors).

Item No. 2: As a Special Resolution - Approval to grant stock options to the Employees of the Company's Subsidiaries/Associate companies/Joint Ventures under the 'Brigade Employee Stock Option Plan'

Approval under Section 62 of the Act and the Companies (Share Capital and Debentures) Rules 2014 and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to introduce and implement 'Brigade Employee Stock Option Plan' ('**Brigade ESOP** or '**the Scheme**' or '**the Plan**') to grant, offer, issue and allot in one or more tranches at any time to or to the benefit of employees of Subsidiaries / Associate companies / Joint Ventures and Directors of Subsidiaries / Associate companies / Joint Ventures (Executive Directors and Non-Executive Directors but excluding Independent Directors, Promoters/Promoter Group Directors).

Item No. 3: As a Special Resolution - Adoption of newly substituted Articles of Association of the Company

Approval under Section 14 of the Act for amending the existing Articles of Association ('AOA') of the Company by adoption of new set of Articles of Association in alignment with the provisions of the Act.

Item No. 4: As a Special Resolution - 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 1st April, 2022

Approval under Sections 196, 197 & 203 read with Schedule V for 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 1st April, 2022.

The draft Resolutions and the Statement setting out the material facts concerning each item and the reasons for the proposals is appended hereto for your consideration and e-voting.

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Section 108 and Section 110 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to offer e-voting facility to its Members to exercise their votes electronically on the Resolutions set forth in the Postal Ballot Notice. The Company has engaged the services of M/s. KFin Technologies Limited ("KFinTech" or "Registrar and Transfer Agent" or "Kfin") to provide the electronic voting (e-voting) facility to enable Members to exercise their votes in a secured manner. In accordance with the MCA Circulars, members can vote only through the remote e-voting process. All Members required to vote through e-voting are requested to follow the procedure recommended by Kfin as detailed in the instructions contained in this Notice.

The Board of Directors have appointed Mr. K Rajshekar, Practicing Company Secretary (CP No.:2468), as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report to the Director as authorised by the Board of Directors of the Company or any person authorised by the Board after completion of the scrutiny of the voting through e-voting. Results of the Postal Ballot will be announced on or before 6th May, 2022. The results of the Postal Ballot will also be displayed at the Registered Office and posted on the Company's website - www.brigadegroup.com as well as on the website of Kfin - www.evoting.kfintech.com besides being communicated to the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLUTIONS FOR POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013]

Item No. 1:

Approval of 'Brigade Employee Stock Option Plan' and grant of Employee Stock Options to the Employees of the Company under the Plan:

To consider and if deemed fit, to pass the following as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Share Capital and Debentures) Rules 2014 and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as **“Regulations”**) or any statutory modification(s) or re-enactment of the Act, the Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 where the securities of the Company are listed and subject to any applicable approval(s), permission(s) and sanction(s) as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the approval and consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as **“the Board”** which term shall include the Nomination & Remuneration Committee or any other Committee of the Board), to introduce and implement 'Brigade Employee Stock Option Plan' (**'Brigade ESOP'** or **'the Scheme'** or **'the Plan'**), and to grant, offer, issue and allot in one or more tranches at any time or to the benefit of such employees of the Company (excluding an employee who is promoter or a person belonging to the promoter group) and Directors of the Company (Executive Directors and Non-Executive Directors but excluding Independent Directors, Promoters/Promoter Group Directors) and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the company who may or may not be Members of the Company, be decided by the Board, Options under Brigade ESOP exercisable or convertible into equity shares (hereinafter referred to as **'the securities'**) of the Company not exceeding in the aggregate 60,00,000 (sixty lakhs) equity shares of Rs. 10/- each of the Company (or such other adjusted number of shares for any bonus, consolidation or other re-organisation of the capital structure of the Company as may be applicable from time to time), at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and Regulations or any other applicable provisions as may be prevailing at that time.

RESOLVED FURTHER THAT,

- a) the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the scheme on such terms and conditions as contained in the Explanatory Statement to this Notice and to make any modification(s), change(s), variation(s), alteration(s), or revision(s) in the terms and conditions of the Scheme from time to time including but not limited to amendments with respect to vesting period/schedule, exercise price/period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme;
- b) the securities shall be allotted in accordance with the scheme directly to the employees and directors;
- c) any new equity shares to be issued and allotted upon exercise of options from time to time under Brigade ESOP shall rank pari passu inter-se in all respects with the existing equity shares of the Company;
- d) for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

- e) any of the Directors and Company Secretary of the Company be and are hereby severally authorised to take the necessary steps for listing the securities under the Plan on the Stock Exchanges where the existing securities of the Company are listed as per Act and/or Regulations.”

Item No. 2:

Approval to grant stock options to the Employees of the Company's subsidiaries/ associate companies/ Joint Ventures under the 'Brigade Employee Stock Option Plan':

To consider and if deemed fit, to pass the following as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Share Capital and Debentures) Rules 2014 and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as **“Regulations”**) or any statutory modification(s) or re-enactment of the Act, the Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 where the securities of the Company are listed and subject to any applicable approval(s), permission(s) and sanction(s) as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the approval and consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as **“the Board”** which term shall include the Nomination & Remuneration Committee or any other Committee of the Board), to introduce and implement a 'Brigade Employee Stock Option Plan' (**'Brigade ESOP'** or **'the Scheme'** or **'the Plan'**), and to grant, offer, issue and allot in one or more tranches at any time or to the benefit of the employees of Subsidiaries / Associate Companies/Joint Ventures and Directors of Subsidiaries / Associate Companies/Joint Ventures (other than employee who is promoter or person belonging to the promoter group, independent directors of the company and directors holding directly or indirectly more than 10% of the outstanding equity shares of the company who may or may not be members of the company), as may be decided by the Board, Options under Brigade ESOP exercisable or convertible into equity shares (hereinafter referred to as **'the securities'**) of the Company not exceeding in aggregate 60,00,000 (sixty lakhs) equity shares of Rs. 10/- each of the Company (or such other adjusted number of shares for any bonus, consolidation or other re-organisation of the capital structure of the Company as may be applicable from time to time), at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and Regulations or any other applicable provisions as may be prevailing at that time.

RESOLVED FURTHER THAT,

- a) the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the scheme on such terms and conditions as contained in the Explanatory Statement to this Notice and to make any modification(s), change(s), variation(s), alteration(s), or revision(s) in the terms and conditions of the Scheme from time to time including but not limited to amendments with respect to vesting period/schedule, exercise price/period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme;
- b) the securities shall be allotted in accordance with the scheme directly to the employees and directors.
- c) any new equity shares to be issued and allotted upon exercise of options from time to time under Brigade ESOP shall rank pari passu inter-se in all respects with the then existing equity shares of the Company;
- d) for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

- e) any of the Directors and Company Secretary be and are hereby severally authorised to take the necessary steps for listing the securities under the Plan on the Stock Exchanges where the existing securities of the Company are listed as per Act and/or Regulations.”

Item No. 3:

Adoption of newly substituted Articles of Association of the Company:

To consider and if deemed fit, to pass the following as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14, 15 and all other applicable provisions of the Companies Act, 2013 (the Act), the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any issued by the Government of India, for the time being in force), and such other approvals, as may be required from the relevant Government authorities, the existing Articles of Association of the Company be and are hereby altered and substituted with the new set of Articles of Association, as uploaded on the website of the Company, and the same be and are hereby approved and adopted, as the Articles of Association of the Company, to the exclusion, substitution and supersession of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs.”

Item No. 4:

Approval for 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 1st April, 2022:

To consider and if deemed fit, to pass the following as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded for the re-appointment Mr. M.R. Jaishankar (DIN: 00191267), as the Chairman & Managing Director of the Company liable to retire by rotation for a further period of Five Years with effect from 1st April, 2022 on a gross remuneration of upto Rs.2 Crores per annum the details of which are provided in the explanatory statement attached to the notice and commission as a percentage of net profits based on the performance of the Company and he shall continue to be a Key Managerial Personnel in accordance with the provisions of the Section 203 of the Act.

RESOLVED FURTHER THAT the remuneration by way of salary, perquisites, allowances and commission shall not exceed 5% of the net profits of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and subject to the approval of the Nomination & Remuneration Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded for payment of remuneration to Mr. M.R. Jaishankar, Chairman & Managing Director as well as Promoter of the Company as per the terms and conditions of his re-appointment for a period of five years with effect from 1st April, 2022, notwithstanding:

- a) the annual remuneration payable to him exceeding Rupees 5 Crores or 2.5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher, or
- b) the aggregate annual remuneration of all the Executive Directors belonging to Promoter / Promoter Group including him exceeds 5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 for the tenure of his re-appointment i.e. from 1st April, 2022 till 31st March, 2027.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate based on the recommendation of the Nomination & Remuneration Committee, provided that such variation or increase as the case may be is within the overall limits specified in Schedule V & the relevant provisions of the Companies Act, 2013.”

Place: Bangalore
Date: 25th March, 2022

By Order of the Board
For **Brigade Enterprises Limited**

P. Om Prakash
Company Secretary & Compliance Officer
Membership No: FCS 5435

Registered Office:
29th & 30th Floors, World Trade Center
26/1, Brigade Gateway Campus
Dr. Rajkumar Road,
Malleswaram-Rajajinagar
Bangalore – 560 055
CIN: L85110KA1995PLC019126
Email: investors@brigadegroup.com
Website: <https://www.brigadegroup.com/>
Tel.: 080 41379200

NOTES

1. Approval of Members of the Company is solicited by passing requisite resolutions through Postal Ballot/ E-Voting for business set out in Item No. 1 to 4 of this Notice.

Explanatory Statement pursuant to Sections 102 read with Section 110 of the Act stating all material facts pertaining to the resolutions are annexed hereto along with Postal Ballot Notice for your consideration.

2. **Postal Ballot Notice is being sent only by electronic mode to all the Members of the Company**, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), (NSDL together with CDSL, the "Depositories") and as available with the Company as at Thursday, 31st March, 2022 ("Cut Off Date").

A copy of this Postal Ballot Notice shall also be available on the website of the Company www.brigadegroup.com, the relevant section of the websites of the Stock Exchanges on which the Equity Shares of the Company are listed and the website of KFin Technologies Limited, Registrar and Transfer Agent of the Company ("KFinTech" or "RTA").

Members holding equity shares as on the Cut-off Date can cast their vote using remote e-voting facility only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.

Voting rights of a member/beneficial owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut Off Date.

3. Resolutions, if approved, by the Members by means of Postal Ballot/ E-Voting is deemed to have been passed at a General Meeting of the Members and the last date of the E-Voting i.e., Wednesday, 4th May, 2022, shall be the date on which the Resolutions shall be deemed to have been passed, if approved by the requisite majority.

4. Temporary Email Registration

The Company is sending Postal Ballot Notice in electronic form only as permitted under the General Circulars. Accordingly, the communication of the assent or dissent of the members would take place through remote e-voting system only.

To facilitate such Members to receive this notice electronically and cast their vote electronically, the Company has made arrangement with RTA for registration of email addresses in terms of the General Circulars.

Process for registration of email addresses is as under:

- (a) Pursuant to General Circulars, for remote e-voting for this Postal Ballot, Members who have not registered their email address and in consequence the e-voting notice could not be serviced, may temporarily get their email address registered with the Company's RTA by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> and following the below process:
 - 1) Select the company name "Brigade Enterprises Limited"
 - 2) Select the Holding type from the drop down i.e. - NSDL/CDSL/Physical
 - 3) Enter DP ID – Client ID (in case shares are held in electronic form)/ Physical Folio No. (in case shares are held in physical form) and PAN.
 - 4) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
 - 5) In case of shares held in physical form where PAN details are not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - 6) Enter the email address and mobile number.

- 7) System will validate DP ID – Client ID/Folio No. and PAN or Share certificate No., as the case may be, and send OTP at the registered mobile number as well as email address for validation.
- 8) Enter the OTPs received by SMS and email to complete the validation process. OTP will be valid for 5 minutes only.
- 9) The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the Member.

Members may also register their e-mail IDs by sending an e-mail citing subject line as “Brigade' Postal Ballot - Registration of e-mail IDs” to einward.ris@kfintech.com with

- Name of registered Member(s)/ shareholder(s);
- Folio number(s)/ DP ID/ Client ID; and
- No. of equity shares held

from the email address they wish to register.

Post successful registration of the email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot.

In case of any queries, Member may write to einward.ris@kfintech.com or

- (b) It is further clarified that for permanent registration of email address, Members are requested to register their email addresses by following due procedure:

- **For electronic holdings:** with their concerned Depository Participants; and
- **For physical holdings:** with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited;

- (c) Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/ the Company's Registrar and Share Transfer Agent, KFin Technologies Limited to enable servicing of notices/ documents/ Annual Reports electronically to their email address.

If any Member who has registered the email address and not received Postal Ballot notice, User-Id and password for remote e-voting, may write to einward.ris@kfintech.com or investors@brigadegroup.com from the registered the email address to receive the same.

5. In compliance with Sections 108 and 110 of the Act and the Rules made there under and Regulation 44 of Listing Regulations and General Circulars, Company is providing the facility to the Members to exercise their votes electronically and vote on the resolutions through e-voting facility.

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

Instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

6. A Member cannot exercise vote by sending physical Postal Ballot or by proxy on Postal Ballot.

All the Members are requested to cast their votes only through remote e-voting as per the procedure provided in Note 9.

7. The Scrutinizer shall submit his Report on the resolutions proposed to be passed through Postal Ballot/ E-Voting to the Director as authorised by the Board of Directors of the Company after completion of the scrutiny.

The result of the voting by Postal Ballot shall be announced on or before Friday, 6th May, 2022 and shall be communicated to BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) where the equity shares of the Company are listed.

The results of the Postal Ballot/E-Voting is being uploaded on the website of the Company's website at www.brigadegroup.com and on the website of stock exchanges at BSE Limited and the National Stock Exchange of India Limited and on the website of KFinTech <https://evoting.kfintech.com/>.

8. All documents referred to in this Postal Ballot Notice shall be available for inspection electronically on the website of the Company from the date of dispatch of the Postal Ballot Notice until the last date of voting by remote e-voting. Members seeking to inspect such documents may also send an email to investors@brigadegroup.com.

9. Procedure of E-voting

i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with SEBI Circular no. SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2020/ 242 dated 9th December, 2020 on “e-Voting Facility provided by Listed Entities”, the Company is providing facility to the Members to exercise votes through e-voting on the

e-voting platform provided by KFinTech to enable them to cast their votes electronically.

ii. The e-voting facility will be available during the following period:

- **Commencement of e-voting:**
9:00 a.m. (IST) on Tuesday, 5th April, 2022

- **End of e-voting:**
5:00 p.m. (IST) on Wednesday, 4th May, 2022

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

iii. The process and manner of e-voting shall be as under:

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

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 form and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

1) Login method for remote e-Voting for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL	Individual Shareholders holding securities in demat mode with CDSL
1. Users 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.	1. Users 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. Users 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 point no. 1	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 no. 1
3. Users may alternatively vote 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 be 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.	3. Users may alternatively vote 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.

Important note:

Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at above mentioned websites.

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

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:

2) Login method for shareholders holding shares in physical form and non-individual shareholders in demat mode

A) Members whose email IDs are registered with the Company/ Depository Participant(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) 6534, 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" 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/ JPG format) of certified true copy of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), who is/ are authorized to vote, to the Scrutinizer through email at rajaarathi.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 Postal Ballot Even No.6534."

B) Members whose email IDs are not registered with the Company/ Depository Participants(s), and consequently the Notice of Postal Ballot and e-voting instructions cannot be serviced, will have to follow the following process as mentioned in Serial No. 4 above.

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

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> OR
- may contact to Mr. Raju S.V, Dy. Vice President/ Mr. Mohan Kumar A, Manager of KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 OR
- Email at inward.ris@kfintech.com or call KFinTech's toll free No. 1-800-309-4001 for any further clarifications.

EXPLANATORY STATEMENT

[pursuant to Section 102(1) of the Companies Act, 2013]

Item No.1 & 2:

The Company proposes to introduce a new Employee Stock Option Plan (hereinafter referred to as the "Brigade ESOP") for the benefit of employees of the Company and its Subsidiary companies as well as Associate Companies/ Joint Ventures and its eligible Directors, this plan is titled "Brigade Employee Stock Option Plan (Brigade ESOP)".

The Board of Directors at their meeting held on 25th March, 2022 approved the "Brigade Employee Stock Option Plan (Brigade ESOP)" subject to the approval of the Members and pursuant to the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 based on the recommendation of the Nomination & Remuneration Committee.

The following is the explanatory statement which sets out the various disclosures as required in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

This plan is in addition to the "Brigade Employee Stock Option Plan 2017".

The salient features of the Plan are as under:

1) Brief description of the Plan:

This Plan shall be called the "Brigade Employee Stock Option Plan or Brigade ESOP or the "Plan".

The basic objective of the Plan are as follows:

- To reward employee performance with ownership in the Company
- To attract and retain talent
- To create wealth for employee
- To enhance shareholder value.

The grant of Options under the plan will be to eligible employees of the Company and its Subsidiaries, Associate Companies and Joint Ventures (other than the employee who is promoter or person belonging to the promoter group, independent directors of the Company and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) including eligible Directors. Independent Directors, Promoter, Promoter Group and their relatives are not entitled to participate in the Plan. The Nomination and Remuneration Committee of the Board will administer the Plan. All questions of interpretation of the Plan shall be determined by this Committee. All questions of interpretation of the Plan shall be determined by the Company and such determination shall be final and binding up on all persons having an interest in the Plan.

The Plan shall be deemed to have come into force on the date of receipt of shareholders' approval. It shall continue in effect till all the Options granted under the Plan are exercised or have been extinguished or unless the Plan is terminated in accordance with the Plan.

After vesting of Options, the eligible employees earn a right, but not an obligation, to exercise the vested Options within the exercise period and get the shares allotted after paying the consideration for the same and discharge the obligation of tax arising thereon.

2) The total number of options to be offered and granted;

The number of options to be granted under Plan is up to 60,00,000 (sixty lakhs). Each option when exercised would be converted into one equity share of Rs. 10/- each fully paid-up. In the event of any corporate action(s) viz. bonus, consolidation or other reorganization of the capital structure of the Company, number of options/ shares to be issued shall undergo fair, reasonable and appropriate adjustments pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The options forfeited can be reissued.

3) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

The Nomination and Remuneration Committee may based on the eligibility criteria which it may decide from the following categories of employees who shall participate in the Scheme / Plan:

- an employee as designated by the Company, exclusively working in India or out of India; or
- a Director of the Company, whether a whole time Director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an Independent Director; or
- an employee of a group company including subsidiary or its associate company or its joint ventures, in India or outside India or of a holding company of the Company.

However the following classes of employees are not eligible to participate in the Plan:

- An employee who is a Promoter or a person belonging to the Promoter Group;
- Employees who are relatives of Promoter / Promoter Group
- A Director who either himself or through his Relative or through any bodies corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

4) Requirements of vesting and period of vesting:

All options granted vide grant letter shall vest in accordance with the date specified in the letter.

The vesting dates in respect of the options granted under this plan shall be at the sole and absolute discretion of the Nomination & Remuneration Committee and may vary from an employee to employee or any class thereof and/ or in respect of the number or percent of options granted to an employee. There shall be a minimum vesting period of one year in all cases and over all vesting period shall be four years. The Nomination & Remuneration Committee shall have the powers to either increase / decrease the overall vesting period and the same shall be duly comply with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Options eligible for vesting on the basis of various parameters, may be specified in the grant letter and such options shall vest in the optionee.

5) Maximum period (subject to regulation 18(1) of these regulations, as the case may be) within which the options shall be vested;

The maximum period within which the Options shall vest will be four years from the date of grant or such other period as decided by the Nomination & Remuneration Committee from time to time and shall be provided in the Letter of Grant to the Employees.

6) Exercise price:

The exercise price shall be determined by the Nomination & Remuneration Committee and may be at a discount compared to the Market Price.

Market price means the latest available closing price of shares on a recognised stock exchange on which the shares of the Company are listed on the date immediately prior to the relevant date and which has recorded the highest trading volume as on the trading day. Relevant date means the date on which the Nomination & Remuneration Committee meeting is held to decide on the pricing.

7) Exercise period and process of exercise:

Exercise period in relation to an option means the time period after vesting within which an employee should exercise his right to apply for a share against an option vested in him pursuant to the plan. The exercise period will be for a period of five years from the date of vesting of Options. The Optionee shall give a written application to the company secretary & compliance officer with the full consideration of the option to be exercised. The options shall not be permitted to be exercised after the expiry of the above mentioned exercise period. After this date, all the options vested and remains unexercised under the scheme will lapse

8) Appraisal process for determining the eligibility of employees to the Plan:

The appraisal process for determining the eligibility of the employees will be in accordance with the Scheme or as may be determined by the Nomination & Remuneration Committee at its sole discretion. The quantum of options offered will vary depending on the designation, level and grade, future potential of the eligible employee in success of the Company, etc.

9) Maximum number of options to be issued per Employee and in aggregate:

The number of options that may be granted per employee of the Company under the Plan, in any financial year shall be less than 1% of the issued equity share capital. The total number of equity shares to be allotted to employees of the Company and its subsidiaries/ associate companies/joint ventures pursuant to the exercise of stock options under the Plan shall not exceed 60,00,000 equity shares.

10) Maximum quantum of benefits to be provided per employee under the Plan:

The Maximum quantum of benefits underlying the options issued to an employee shall be equal to the difference between the Option Exercise Price and the Market Price of the shares on the exercise date.

11) Administration of the Plan:

The Plan shall be administered directly by Nomination & Remuneration Committee of the Board in accordance with the authority delegated to the Committee by the Board of Directors of the Company from time to time.

12) Whether the Plan involves new issue of shares by the Company or secondary acquisition by the Trust or both:

The Plan involves only new issue of shares by the Company.

13) The amount of loan to be provided for implementation of the Plan by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

The plan is not administered through the Trust and further grant of loan is not contemplated under the Plan by the Company.

14) Maximum percentage of secondary acquisition (subject to limits specified in the regulations) that can be made by the Trust for the purpose of the Plan:

This is not applicable as the Plan is not administered through a Trust.

15) Accounting Policies:

The Company shall follow 'IND AS 102- Accounting for Share Based Payment and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in compliance of Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

16) Method of Valuation:

To calculate the employee compensation cost, the Company shall use Fair Value Method for the valuation of the stock options granted.

The Plan provides for issue of shares to be offered to persons other than existing Members of the Company, consent of the Members is being sought pursuant to Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

17) Mandatory lock-in period under the Scheme:

The Shares allotted/ transferred pursuant to the Exercise of the Vested Options shall not be subject to any lock-in period.

18) Terms & conditions for buyback, if any, of specified securities covered under these regulations:

Not Applicable

As per the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 a separate resolution is required to be passed if the benefits of the Employee Stock Option Scheme are to be extended to the employees of subsidiaries/associate companies/joint Ventures subject to terms and conditions as mentioned herein.

The Board recommends the Special Resolution set out at Item No 1 & 2 of the Notice for approval by the Members.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of their entitlements, if any, under the Plan and to the extent of their shareholding as Members, if any.

Item No.3:

As the Members of the Company are aware that the Company was incorporated in November, 1995 under the provisions of the Companies Act, 1956 and hence, the existing Articles of Association (“existing AOA”) of the Company are based on the provisions of the Companies Act, 1956 and amendments were adopted, from time to time, over the past years. Further, the said Companies Act, 1956 has been repealed and replaced by the Companies Act, 2013.

Consequent to the enactment of the Companies Act, 2013 (“the Act”), the regulatory provisions have undergone comprehensive changes which has necessitated several amendments in AOA of the Company including deletion of certain redundant Articles. In order to bring existing AOA of the Company in line with the provisions of the Act, the Company is required to carry-out numerous changes in the existing AOA and hence it is considered desirable to adopt a comprehensive new set of Articles of Association of the Company (“New Articles”) in substitution of and to the exclusion of the existing AOA. Accordingly, the Board of Directors of the Company in its meeting held on 25th March, 2022 approved and recommended, subject to approval of the Members of the Company, the adoption of new set of Articles of Association of the Company in substitution of existing AOA to make it consistent and to align it with the provisions of the Act and the Rules made thereunder, as set out in the special resolution at item no. 3 of this Notice.

Key changes in the new set of Articles of Association are as follows:

- The AOA has been restructured and aligned with the provisions of the Act, the Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws;
- References to the sections, sub-sections, clauses etc. of the Companies Act, 1956 have been substituted with the provisions of the Act;
- New provisions relating board meeting through video conferencing, appointment of Key Managerial Personnel etc. have been incorporated;
- Provisions of the Act, which permit the Company to do certain acts when authorised by AOA, or, which require the Company to do acts in a prescribed manner unless the AOA otherwise provide, have been included;

As per the provisions of Section 14 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for adoption of new AOA in substitution of existing AOA.

A copy of the Articles of Association of the Company along with New Set of Articles of Association of the Company, will be available for online inspection by the Members at the website of the Company i.e. www.brigadegroup.com under the Investors Section during the evoting period.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, financially or otherwise, either directly or indirectly in passing of the said Special Resolution, save and except to the extent of their shareholding as members of the Company.

In the opinion of the Board, the proposed special resolution is in the interest of the Company and its members and therefore, recommend passing of the special resolution as set out in item no. 3 of this Notice.

Item No.4:

The Board of Directors of the Company at their meeting held on 25th March, 2022, based on recommendation of Nomination and Remuneration Committee and subject to the approval of the members, re-appointed Mr. M.R. Jaishankar (DIN: 00191267) as Chairman & Managing Director of the Company for a period of 5 years with effect from 1st April, 2022.

An abstract of the terms of re-appointment are as follows:

1. Duties and Powers

- a) Mr. M R Jaishankar, Chairman and Managing Director of the Company shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such subsidiaries or any other executive body or committee of such a Company.
- b) The Chairman & Managing Director shall discharge the duties laid down under Section 166 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.
- c) He shall duly abide by the Code of Conduct laid down by the Company.

2. Period of Appointment: From 1st April 2022 to 31st March 2027.

3. Remuneration

a. Basic Salary

Basic Salary up to Rs. 6,00,000 p.m. (rupees six lakhs only), with authority to the Board to fix the salary within the said maximum amount from time to time. The annual increments shall be effective as may be decided by the Board based on the recommendation of the Nomination & Remuneration Committee and will be merit based and take into account the Company's performance.

b. Perquisites

(1) In Addition to the salary, Mr. M R Jaishankar shall be entitled to perquisites such as:

- i. Furnished accommodation, with expenditure on gas, electricity, water and maintenance and repairs thereof or, House Rent Allowance and house maintenance allowance with expenditure on gas, electricity, water and furnishings.
- ii. Leave Travel Allowance for self and family.
- iii. Medical Reimbursement: Expenses incurred by the Managing Director and his family will be subject to ceiling of one month's salary.
- iv. Club Fees

And such other perquisites and allowances in accordance with the rules of the Company and as may be agreed by the Board of Directors and Mr. M R Jaishankar; and such perquisites and allowances will be subject to overall ceiling as may be fixed by the Board of Directors from time to time based on the recommendation of the Nomination & Remuneration Committee

- (2) Company maintained Car with Driver for official and personal use.
- (3) Telecommunication & Internet facilities at residence
- (4) Contribution of Provident Fund and Gratuity; The Chairman & Managing Director will be eligible to the benefit of contribution to Provident Fund & Gratuity, based on the policy of the Company.
- (5) Leave and encashment of unavailed leave as per the rules of the Company.
- (6) Other Benefits: Such as servant allowance, entertainment expenses etc., as applicable from time to time as per the Company's rules.

c. Commission

Such remuneration by way of Commission, in addition to salary and perquisites, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of the each financial year based on the recommendation of the Nomination & Remuneration Committee. The exact amount payable will be decided by the Board of Directors based on certain performance criteria and shall be payable only after the Annual Accounts of the Company have been approved by the Board of Directors.

d. Termination:

The appointment will be for a period of five years, which may be terminated by either party giving to the other 90 days notice in writing.

Mr. M. R. Jaishankar satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Companies Act, 2013 for being eligible for his re-appointment. The company has received notice in writing under the provisions of Section 160 of the companies Act, 2013, from a member under Section 160 of the Act proposing the candidature of Mr. M. R. Jaishankar for the office of Director of the company. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr. M R Jaishankar will be attaining the age of 70 years during this term. Further as per the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, if the annual remuneration payable to Executive Promoter / Promoter Group Directors crosses certain thresholds then a special resolution needs to be passed by the Members to approve the same. Due to this his re-appointment is proposed to be approved by the members as a special resolution.

The above may be treated as a written understanding setting out the terms of re-appointment of Mr. M. R. Jaishankar under Section 190 of the Companies Act, 2013.

Mr. M. R. Jaishankar is interested in the resolution set out at Item No. 4 of the Notice. Ms. Nirupa Shankar & Ms. Pavitra Shankar, Executive Directors of the Company, being related to Mr. M. R. Jaishankar, may be deemed to be interested in the resolution set out at Item No. 4 of the Notice.

The other relatives of Mr. M. R. Jaishankar may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board of Directors recommend this resolution for your consideration and approval as a special resolution.

Except as mentioned above none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested either financially or otherwise in the Resolution.

Details of the Director seeking re-appointment

[Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, is given hereunder]

Name of the Director	Mr. M.R. Jaishankar		
Date of Birth	22 nd April, 1954		
Age (in years)	67		
Date of first appointment on the Board	8 th November, 1995		
Brief Resume of the Director	Refer Annexure 1		
Nature of expertise in specific functional areas	He has over three decades of rich experience in real estate industry		
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:		
	Name of the Director	Designation	Relationship
	Ms. Pavitra Shankar	Executive Director	Daughter(s)
	Ms. Nirupa Shankar	Executive Director	
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 any other listed entity during the previous three years.		
Directorships in Companies (Other than Public Companies)	Mysore Holdings Private Limited		
Committee positions held in Board	Brigade Enterprises Limited: 1. Risk Management Committee – Chairperson 2. Corporate Social Responsibility Committee – Chairperson 3. Committee of Directors - Chairperson		

No of Equity Shares held in the Company	Mr. M R Jaishankar holds 34567767 equity shares (15.01%) of Rs. 10/- each. He is part of the Promoter & Promoter Group which holds (Including his shareholding) 101042777 equity shares of Rs. 10/- each which constitutes to 43.88% of the paid up equity share capital of 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
Remuneration last drawn	Remuneration drawn for the financial year 2020-21 is as follows: Salary & Perquisites - Rs. 0.90 crores Commission - Rs. 3.94 crores Total - Rs. 4.84 crores He has drawn remuneration by way of salary of Rs.1.26 Crores for the period from 1st April, 2021 to 31st December, 2021
Remuneration proposed to be paid	As per the details provided in the resolution and explanatory statement
Terms and conditions of appointment/ re-appointment	As per the details provided in the resolution and explanatory statement

Annexure 1

Brief Resume of the Director

Mr. M R. Jaishankar has over three decades of rich experience in the field of construction and 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. 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.

Today, the Brigade Group is one of India's leading property developers with a portfolio that covers a wide range of projects in all domains of property development – Residential, Office, Retail, Hospitality and Education. The Company has developed many landmark buildings and transformed the city skylines of Bengaluru, Mysuru, Mangaluru, Hyderabad, Chennai, Kochi and (Gift City) Ahmedabad. Under Jaishankar's leadership, the company has completed 250+ buildings aggregating to over 73 million sq. ft of developed space across a diverse real estate portfolio.

Mr. Jaishankar is the founder and lifetime trustee of Brigade Foundation, a not-for-profit trust in Education, Health and Community Development. He is also the founder of the Indian Music Experience (IME) – a monumental and philanthropic initiative that is India's only hi-tech interactive music museum.

Mr. Jaishankar is the Past President of CREDAI Karnataka formerly known as KOAPA (Karnataka Ownership Apartments Promoters' Association); Past President of Rotary Club of Bangalore Midtown; a former Director on the Board of Public Affairs Centre, a leading NGO; and has been on the Committees of BCIC (Bangalore Chamber of Industry and Commerce), Confederation of Indian Industry (CII), Bangalore and many others.

Over the years, he has been consistently recognised by various industry organisations and media houses for his outstanding contributions to the Indian real estate industry. Known for holding the highest standard of integrity, his sharp business acumen, visionary ideas, and humble nature, Jaishankar has created a brand of outstanding repute.

The few of the many Awards/ Recognitions bestowed on Mr Jaishankar and Brigade Group:

- Economic Times ACETECH 2007 for being an outstanding professional in the field of construction and architecture
- Under his leadership Brigade made it to the prestigious annual “200 Best under a Billion Dollar” Forbes list for the Asia-Pacific region in 2008. Brigade was the only Real Estate Developer in the Country to form part of this elite list
- Senior Builder Award by the Bangalore and Mysore Chapters of Builders Association of India 2010
- Honoured as an “EMINENT DEVELOPER” by Civil-Aid Technoclinic Private Limited, A Bureau Veritas Group Company in 2011
- Real Leader Award in 2013 by 100 Communications an exemplary CSR leader in Real Estate
- Construction Week India Hall of Fame Award 2014 in recognition of his extraordinary work in the real estate sector
- Outstanding contribution to the Real Estate Sector at the CREDAI Real Estate Awards 2015
- The “Significant Achievement Award” at the Vocational Service Awards organised by Rotary Club, Chickmagalur in 2015

- 'Real Estate Person of the Year' Award at the 6th Annual Construction Week India Awards 2016
- Professional Developer Par Excellence by Association of Consulting Civil Engineers (India), Bangalore Centre for his contributions to the Society at REDECON 2016
- Awarded the "Scroll of Honour" for his contributions to the real estate sector at the 9th Realty Plus Excellence Awards (SOUTH), 2017
- Conferred the "Entrepreneur Extraordinaire Award" by Builders Association of India, Mysuru Center.
- 'Lifetime Achievement Award' for his contributions to the real-estate sector at the 11th Realty Plus Excellence Awards (SOUTH) 2019
- Felicitated by Images Retail for being one of the top 10 visionaries from South India, who have built great consumer Brands, Retail Concepts and Shopping & Leisure Spaces at the Images South India Retail Awards, 2017
- Ranked no.27th amongst the Top 100 CEO's of India and 2nd in the Real Estate and Construction Sector by Business Today & PwC in the Annual ranking of India's Best CEO's in 2016
- Real Estate and Business Excellence Awards 2021 (Partnered by CNN News18) – Lifetime Achievement of the Year Award to Mr. M. R. Jaishankar

Place: Bangalore
Date: 25th March, 2022

By Order of the Board
For **Brigade Enterprises Limited**

P. Om Prakash
Company Secretary & Compliance Officer
Membership No: FCS 5435

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