

Brigade Enterprises Limited

Corporate Identity Number (CIN) : L85110KA1995PLC019126
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BRIGADE

Building Positive Experiences

BEL/AGM/NSEBSE/04092020

4th September, 2020

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

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

NSE Scrip Symbol: BRIGADE/ BSE Scrip Code: 532929

Dear Sir/Madam,

Sub: Notice of Twenty Fifth Annual General Meeting

This is to inform that the **Twenty Fifth Annual General Meeting (AGM)** of the Company is scheduled on **Tuesday, 29th September, 2020** at 11.00 a.m. IST through Video Conferencing (VC), in compliance with the various General Circulars issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India, the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

The remote e-voting period commences on Saturday, 26th September, 2020 (9.00 a.m. IST) and ends on Monday, 28th September, 2020 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 22nd September, 2020 may cast their votes electronically. The voting rights of the Members shall be in proportion to their shareholding in the Company as on 22nd September, 2020 (cut-off date). The AGM Notice inter alia includes the detailed procedure for remote e-voting.

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

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

Kindly take the above information on your records.

Thanking you,
Yours faithfully,
For Brigade Enterprises Limited

P. Om Prakash
Company Secretary & Compliance Officer

Encl.: a/a

Notice

Notice is hereby given that the **TWENTY FIFTH ANNUAL GENERAL MEETING (25th)** of the members of **BRIGADE ENTERPRISES LIMITED** will be held at 11.00 a.m. on Tuesday, September 29, 2020 through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020, including the Audited Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon:

- a) **"RESOLVED THAT** the audited standalone financial statements of the Company including the Balance Sheet as at March 31, 2020, the statement of profit and loss, the cash flow statement for the year ended on that date, notes to financial statements, reports of the Board and Auditor's thereon be and are hereby received, considered and adopted."
- b) **"RESOLVED THAT** the audited consolidated financial statements of the Company including the Balance Sheet as at March 31, 2020, the statement of profit and loss, the cash flow statement for the financial year ended March 31, 2020, notes to financial statements, along with the Auditor's report thereon be and are hereby received, considered and adopted."

2. Confirmation of Dividend:

"RESOLVED THAT Interim Dividend of 1.00 per equity share (10%) of ₹ 10/- each fully paid up declared and paid during the financial year 2019-20 be and is hereby confirmed as the Final Dividend for the financial year 2019-20."

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Amar Mysore (DIN: 03218587) who retires by rotation and being

eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

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

4. To appoint a Director in place of Ms. Nirupa Shankar (DIN: 02750342) who retires by rotation and being eligible, offers herself for re-appointment:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Nirupa Shankar (DIN: 02750342), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Ms. Nirupa Shankar shall continue as Executive Director of the Company on the terms and conditions of her original appointment with effect from May 16, 2018 for a period of five years from that date.

SPECIAL BUSINESS

5. To re-appoint Mr. Bijou Kurien as an Independent Director of the Company:

The Board of Directors recommends to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bijou Kurien (DIN: 01802995) who has submitted to the Company his declaration of Independent Status and a statement that he doesn't suffer from any disqualifications as per Section 149 of Companies Act and as stipulated

under SEBI (LODR) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company for a period of five consecutive years from January 31, 2020 in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and who shall not be liable to retire by rotation.

6. To appoint Mr. Roshin Mathew as Whole-time Director of the Company:

The Board of Directors recommends to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, Mr. Roshin Mathew (DIN: 00673926), who was appointed as an Additional Director of the Company with effect from November 7, 2019 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER 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 appointment of Mr. Roshin Mathew as Whole-time Director, designated as Executive Director of the Company for a period of Five Years with effect from November 7, 2019 on the terms and conditions including remuneration as detailed out in the explanatory statement attached to the notice and is liable to retire by rotation.

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."

7. Ratification of remuneration payable to M/S. Murthy & Co. LLP, Cost Accountants, Cost Auditors for the Financial Year 2019-20:

The Board of Directors recommends to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), payment of remuneration not exceeding ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand) apart from applicable taxes and out of pocket expenses to Messrs Murthy & Co. LLP, Cost Accountants (LLP ID No. AAB-1402), appointed as Cost Auditors by the Board of Directors of the Company for conducting cost audit for the financial year 2019-20 (April 01, 2019 to March 31, 2020) be and is hereby approved.

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

8. Remuneration payable to Executive Promoter Directors in excess of the threshold limit as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommends to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and other applicable provisions, if any and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded to continue the payment of remuneration to Mr. M.R. Jaishankar, Chairman & Managing Director as well as Promoter of the Company as per the existing terms and conditions of his re-appointment approved by the Shareholders in the Twenty Second Annual General Meeting of the Company held on September 21, 2017 for a period of five years with effect from April 1, 2017 till the expiry of his term i.e. March 31, 2022, notwithstanding:

- a) the annual remuneration payable to him exceeding

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 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 remaining period of present tenure of Mr. M. R. Jaishankar i.e. up to March 31, 2022.

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

9. Fund Raising by the Company:

The Board of Directors recommends to consider and if thought fit, to pass with or without modification(s) the following resolution as **a Special Resolution**:

"RESOLVED THAT subject to the provisions of the Memorandum and Articles of Association of the Company and pursuant to the provisions of Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force (the **"Companies Act"**) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force (the **"FEMA"**), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non debt Instruments) Regulations, 2019, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, as amended and replaced from time to time (the **"FDI Policy"**), the relevant regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, including any amendment(s), modification(s), variation or re-enactment thereof (the **"ICDR Regulations"**), the applicable listing agreement(s) entered into by the Company with the stock exchange(s)

where the equity shares of the Company of the face value of Rs. 10 each (the **"Equity Shares"**) are listed, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"Listing Regulations"**) to the extent applicable, and all other applicable statutes, clarifications, rules, regulations, circulars, notifications, guidelines, as may be applicable, and as amended from time to time, issued by the Government of India (the **"GoI"**), Ministry of Corporate Affairs (the **"MCA"**), Reserve Bank of India (the **"RBI"**), Securities and Exchange Board of India (the **"SEBI"**), BSE Limited and National Stock Exchange of India Limited (collectively referred to as **"Stock Exchanges"**) and/or any other regulatory/statutory authorities in India or abroad from time to time, to the extent applicable and subject to all other approval(s), consent(s), permission(s) and/or sanction(s) as may be required from any regulatory/statutory authorities and guidelines and clarifications issued thereon from time to time, including by the GoI, MCA, RBI, SEBI and the Stock Exchanges (hereinafter singly or collectively referred to as the **"Appropriate Authorities"**) as may be required and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (the **"Board"**) (which term shall be deemed to include any committee constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), which the Board be and is hereby authorised to accept, if it thinks fit in the best interest of the Company, the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash at such price that may be decided by the Board in terms of the applicable regulations and as permitted under the applicable law, in one or more tranches, with or without green shoe option for an aggregate amount of up to Rs. 500 Crores (Rupees Five Hundred Crores Only) to such investors, whether Indian or foreign, that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers (the **"QIBs"**) as defined in the ICDR Regulations, by way of a public and / private offerings, preferential issue, rights issue, qualified institutions placement (the **"QIP"**) in accordance with the provisions of Chapter VI of the ICDR Regulations, or through any other permissible mode and/or combination thereof as may be considered appropriate, by way of issue of non-convertible debentures or Equity Shares or

by way of issue of any financial instrument or security including securities convertible into Equity Shares such as warrants (in registered or bearer form), fully convertible debentures, partly convertible debentures and preference shares convertible into Equity Shares, and/or any other eligible securities which may or may not be listed (instruments mentioned above collectively with the Equity Shares to be hereinafter referred to as the **“Securities”**) or any combination of Securities, with or without premium or discount (as may be permitted), to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors, including, resident and/or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise)/foreign portfolio investors/mutual funds/pension funds/venture capital funds/ banks/alternate investment funds/ Indian and/or multilateral financial institutions, insurance companies and any other category of persons or entities who/which are authorised to invest in Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company (collectively referred to as the **“Investors”**), to all or any of them, jointly and/or severally through an offer/placement document and/or other letter or circular and/or letter of offer and / or on private placement basis, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, or its equivalent amount in such currencies as may be necessary inclusive of any premium and green shoe option attached thereto, in one or more tranche or tranches, at such price or prices, (whether at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions at the Board’s absolute discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/or other advisors or otherwise on such terms and conditions, including making of calls and manner of appropriation of application money or call money, in respect of different class(es) of Investor(s) and/or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, face value, number of Equity Shares to be issued and allotted on conversion/

redemption/extinguishment of debt(s), rights attached to the warrants, terms of issuance, period of conversion, fixing of record date or book closure dates, if any, as the Board may in its absolute discretion decide, in each case, subject to the applicable laws.

RESOLVED FURTHER THAT the relevant date for the purpose of pricing the Securities shall be the meeting in which the Board or any Committee duly authorised by the Board decides to open the issue of such Securities, in terms of the Companies Act, the ICDR Regulations and other applicable laws, regulations and guidelines; in the event that convertible securities (as defined under the ICDR Regulations) are issued to QIBs by way of a QIP, the relevant date for pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board or any Committee duly authorised by the Board.

RESOLVED FURTHER THAT in case of an issue and allotment of Securities by way of a QIP in terms of Chapter VI of the ICDR Regulations:

- (i) the allotment of Securities, or any combination of Securities as may be decided by the Board, shall be completed within 365 days from the date of the resolution of the members of the Company or such other time as may be allowed under the ICDR Regulations;
- (ii) the Equity Shares (including issuance of the Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) issued shall rank *pari passu* in all respects including entitlement to dividend with the existing Equity Shares of the Company as may be provided under the terms of issue and in accordance with the placement document(s);
- (iii) any issue of Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations (the **“QIP Floor Price”**). The Board may, however, in its absolute discretion, issue Equity Shares at a discount of not more than five percent or as may be in accordance with the applicable law on such QIP Floor Price;
- (iv) the allotment to a single Qualified Institutional Buyer (QIB) in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law; and

- (v) the Securities shall not be sold for a period of one year from the date of allotment, except on a recognised Stock Exchange or except as may be permitted from time to time by the ICDR Regulations”.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets and the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) or agreements including but not limited to prospectus and/or letter of offer and/or circular and/or offering circular and/or placement memorandum and/ or preliminary placement documents and/or placement document, registration statement and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise with regard to the issue, offer or allotment

of Securities and take all such steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion, deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of rights issue, if the Equity Shares are not subscribed, the same may be disposed of by the Board in such manner which is not dis-advantageous to the shareholders and the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred by this resolution to any Committee duly authorised by the Board or subject to applicable law to any one or more director and/or any one or more officers of the Company to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto”.

Place : Bengaluru

Date : August 12, 2020

By Order of the Board

For Brigade Enterprises Limited

P. Om Prakash
Company Secretary & Compliance Officer

Registered Office:

29th & 30th Floors, World Trade Center
26/1, Brigade Gateway Campus,
Dr. Rajkumar Road,
Malleswaram-Rajajinagar
Bengaluru – 560 055
CIN: L85110KA1995PLC019126

NOTES:

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

Board of Directors of the Company at its meeting held on June 18, 2020 and August 12, 2020 considered that the special business under Item Nos. 4 to 9, being considered unavoidable, to be transacted at the AGM of the Company.

2. In view of the prevailing lockdown situation across the country due to outbreak of COVID-19 pandemic

and resultant travel restrictions as well as continuing Government guidelines to maintain social distancing, the Ministry of Corporate Affairs (MCA) vide its Circular No. 20/2020 dated May 5, 2020 read with Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 and SEBI Circular dated May 12, 2020 has permitted companies to hold their Annual General Meetings (AGM) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') not requiring the physical presence of the Members at a common venue. Considering the health and safety of all stakeholders including the shareholders, the 25th AGM of the Company is being conducted through VC/OAVM in compliance with the provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and applicable circulars issued in this regard herein after called as "e-AGM".

Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum for the meeting under Section 103 of the Act.

3. Company has appointed M/s KFin Technologies Private Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting.
4. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company. However, as this AGM is being held through VC/OAVM, physical attendance of Members is being dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the proxy form and attendance slip are not being annexed to this Notice and the resultant requirement for submission of proxy forms does not arise.**

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

5. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members electronically during the meeting.

Members seeking to inspect such documents can send an e-mail to investors@brigadegroup.com

7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members electronically during the meeting. Members seeking to inspect such documents can send an e-mail to investors@brigadegroup.com.
8. The certificate received from the Statutory Auditors of the company certifying that the Brigade Employee Stock Option Plan 2011 & Brigade Employee Stock Option Plan 2017 are being implemented in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014 will be available for inspection by the members electronically during the meeting. Members seeking to inspect such documents can send an e-mail to investors@brigadegroup.com.
9. Members are requested to convert physical shareholding if any to electronic mode pursuant to notification dated September 10, 2018 issued by The Ministry of Corporate Affairs for public limited companies and hence are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are also encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
10. Members are requested to send all communications relating to Shares including dividend matters to our Registrar and Share Transfer Agents at the following address:

KFIN Technologies Private Limited
Selenium Tower B, Plot no. 31 & 32,
Financial District Nanakramguda, Serilingampally Mandal,
Hyderabad – 500 032.
Ph No.: +91 40 6716 2222
Email: raju.sv@karvy.com
11. Members are requested to note that the dividends not encashed or claimed within 7 (seven) years from the date of transfer to the Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013, respective shares lying in the pool account and unpaid dividend amount be transferred to the Investor Education and Protection Fund. The details of the unclaimed dividend and respective shares of the earlier years are available on our website <https://www.brigadegroup.com>. Members who haven't encashed or claimed the dividend for the earlier years are requested to approach the Company / Registrar & Transfer Agents and whose shares transferred to IEPF can claim by making an application in form **IEPF-5 to IEPF** Authority through Companies Nodal

Officer and Registrar & Transfer Agents at the earliest.

Members are requested to note that pursuant to an amendment in the Finance Act, 2020, dividends declared and paid by the Company with effect from April 1, 2020 will be taxed in the hands of the recipient of dividend i.e. shareholders. All dividends declared after April 1, 2020 by the Company will be paid to the Members after deducting tax at the applicable rate prescribed under the Income Tax Act, 1961. Members may note that in the absence of the details of the PAN, the Company would be required to deduct tax at a higher rate prescribed under the Income Tax, 1961. Hence, Members who have not furnished their PAN to the Company are requested to update the same with their Depository Participant. Members seeking non-deduction of tax on their dividends may submit Form 15G/15H as applicable to the Company on a yearly basis at the link <https://ris.kfintech.com/form15/>. The detailed information with respect to tax deduction at source on dividend payments including the formats of Form 15G/Form 15H for seeking exemption is available in the links <https://ris.kfintech.com/form15/> as well as <https://www.brigadegroup.com/investor>. Members may contact the Company Secretary or any executive in the Secretarial department in case of any clarification in this regard.

12. In view of the prevailing COVID-19 pandemic situation, MCA vide its Circular dated May 5, 2020 has exempted companies from sending Annual Reports in physical mode. Accordingly, an electronic copy of the Annual Report is being sent to all the Members holding shares in dematerialised form and whose e-mail addresses are available with the DPs as well as to all the Members holding shares in physical mode whose e-mail addresses are registered with the Company/RTA for communication purposes. Procedure for obtaining the Annual Report, AGM notice as well as electronic voting (e-voting) instructions for Members whose e-mail addresses are not registered with the DPs or with RTA is provided herein and also available on the website of the Company. The Annual Report is also available on the Company's website <https://www.brigadegroup.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively as well as the website of RTA at <https://evoting.karvy.com>.

In view of the exemptions provided, no physical or hard copies of the Notice and Annual Report will be sent to Members who have not registered their e-mail addresses with the Company/RTA as well as to those specifically requesting for physical copy of the documents.

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

- i. Physical Members may send an e-mail request to einward.ris@kfintech.com or investors@brigadegroup.com along with a :
 - Scanned copy of the signed request letter mentioning the Folio No., name of the Member, e-mail address and mobile number;
 - Self-attested copy of PAN;
 - Self-attested copy of any address proof including Aadhar, Passport etc.;
 - Scanned copy of share certificate(s) (front and back).
- ii. Demat Members may contact their DPs and register or update their respective e-mail addresses in the demat account, as per the process recommended by the DP.

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

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

13. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting is furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment/ re-appointment.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding Shares in electronic form are, therefore, requested to submit their PAN to their

Depository Participant(s). Members holding Shares in physical form shall submit their PAN details to the Registrar & Transfer Agents / Company.

15. All documents referred to in the Notice will be available for inspection during normal business hours on working days up to the date of the Annual General Meeting.
16. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and in compliance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is mandatory to extend to the Members of the Company, the facility to vote at the Annual General Meeting (AGM) by electronic means. Members of the Company can transact all the items of the business through electronic voting system as contained in the Notice of the Meeting.
17. The Company has appointed Mr. K. Rajshekar, Practising Company Secretary (CP No.:2468), who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three (3) working days from the date of conclusion of e-voting period, submit his report of the votes cast in favour or against, if any, to the Chairman of the Company. The result of the same will be disclosed at the Annual General Meeting proceedings. The e-voting results will also be uploaded on the website of the Company (<https://www.brigadegroup.com>).
18. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
19. The Company has entered into an agreement with KFin Technologies Private Limited (Kfintech) for facilitating e-voting for the Annual General Meeting. The instructions for e-voting are as follows:

INSTRUCTIONS FOR ATTENDING THE AGM AND VOTING:

Instructions for remote e-Voting before the AGM:

A. In case a Member receiving an email from Kfintech [for Members whose email IDs are registered with the Company / Depository Participant(s)]

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. **User ID and Password** as provided separately). Your DP ID-Client ID / Folio No. will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and

password for casting your 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 "EVENT" i.e., Brigade Enterprises Limited.
- 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 in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder 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. Shareholders holding multiple demat accounts / folios shall choose the voting process separately for each demat accounts / folios.
- 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 confirm, 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 required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: rajaarathi.cs@gmail.com with a copy marked to evoting@kfintech.com and investors@brigadegroup.com. The scanned image of the abovementioned documents should be in the naming format "Brigade Enterprises Limited, 25th Annual General Meeting".

xiii. The e-voting period commences on Saturday, September 26, 2020 from 9.00 a.m. to Monday, September 28, 2020 at 5.00 p.m. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Tuesday, September 22, 2020, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of poll, if held at the Meeting.

B. In case of Members holding shares in dematerialised form whose email IDs are not registered with the Depository Participant(s) / Company and Members holding shares in physical form:

- i. Please follow the steps provided in Note 12 in this Notice to obtain the User ID and password.
- ii. Please follow all steps from Si. No. (i) to (xiii) as mentioned in (A) above, to cast your vote.

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call KFin on 1800 345 4001 (toll free).

Instructions for attending the AGM through VC/OAVM:

- i. Member can attend the e-AGM through video conferencing facility provided by M/s. KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> by using their remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected.

ii. Members are requested to follow the below procedure to join the AGM:

- i. Launch internet browser (Chrome/Firefox/Safari) by typing the

URL: <https://emeetings.kfintech.com>

- ii. Enter the login credentials (i.e., User ID and password for remote e-voting).
- iii. After logging in, click on 'Video Conference' option.
- iv. Click on Camera icon appearing against AGM event of Brigade Enterprises Limited, to attend the Meeting.

- i. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.

- ii. The facility to join the AGM through VC/OAVM will be open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

- i. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.

- ii. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.

- iii. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- iv. **AGM Questions prior to e-AGM:** Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on "Post your Questions" may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, members questions will be answered only, the shareholder continue to hold the shares as of cut-off date benpos. The post your questions shall commerce on September 26, 2020 at 9.00 a.m. and closed on September 27, 2020 at 5.00 p.m.

- v. **Speaker Registration during e-AGM session:**
In case of decision to allow the Q&A session in the meeting, meeting may log into <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence on September 26, 2020 at 9.00 a.m. and closed on September 27, 2020 at 5.00 p.m. Those Members who have registered themselves as a Speaker on or before September 27, 2020 will only be allowed to express their views or ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.
- vi. Facility for joining the e-AGM through VC/OAVM shall be available for 1,000 members on first come first served basis.

However, participation of members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson of Audit Committee, Chairperson of Stakeholders Relationship Committee, Chairperson of Nomination & Remuneration Committee and Auditors are not restricted by first come first basis.
- vii. Members who need technical assistance before or during the e-AGM can contact KFin at +91 40 6716 2222 or contact Mr. S V Raju, of KFin at +91 40 6716 2222 or toll free no. 18003454001

19.3 Instructions for voting during the AGM through Instapoll:

- i. Only those shareholders, who are present in the e-AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the e-AGM.
- ii. The facility to cast the vote at the AGM would be available on the left hand corner of the Video Conferencing screen in the form of a 'Thumb' sign and will be activated once the voting is announced by the Chairman during the Meeting. Members can click on the same to take them to the 'Instapoll' page.
- iii. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

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

Item No. 5:

The Board of Directors of the Company based on recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152 of the Companies Act, 2013 and the Articles of Association of the Company and on the basis of the report of the performance evaluation and subject to the approval of the members has appointed Mr. Bijou Kurien (DIN: 01802995) as an Independent Director of the Company for a further period of 5 years with effect from January 31, 2020.

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 to re-appoint Mr. Bijou Kurien as the Independent Director of the Company for the office of Director of the Company.

Mr. Bijou Kurien is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act inter-alia stipulates the criteria of independence should a Company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of Directors for retirement by rotation.

The Company has received a declaration from Mr. Bijou Kurien that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI (LODR) Regulations.

In the opinion of the Board, Mr. Bijou Kurien fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and as stipulated in the SEBI (LODR) Regulations. Mr. Bijou Kurien is independent of the management.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment subject to approval of shareholders by way of a Special Resolution.

The Board recommends passing of resolution no. 5 as a special resolution.

Except Mr. Bijou Kurien and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6:

The Board of Directors of the Company based on recommendation of Nomination and Remuneration Committee has subject to the approval of the members appointed Mr. Roshin Mathew (DIN: 00673926) as an Additional Director and as a Whole-time Director and designated as Executive Director of the Company for a period of 5 years with effect from November 7, 2019.

An abstract of the terms of appointment are as follows:

1. Duties and Powers
 - a. Mr. Roshin Mathew, Whole-time Director, designated as Executive 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 Whole-time 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. The Whole Time Director shall duly abide by the Code of Conduct laid down by the Company.
2. Period of Appointment: From November 7, 2019 to November 6, 2024.
3. Remuneration
 - a. Basic Salary

Basic Salary up to of ₹ 1,44,00,000/- p.a. (Rupees One Crore Forty Four Lakhs per annum), 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 & Allowances:

In addition to salary, Mr. Roshin Mathew is entitled to perquisites and allowances aggregating up to ₹ 29,00,000/- p.a. (Rupees Twenty Nine Lakhs per annum)

(1) 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.

Medical Reimbursement: Expenses incurred by the Whole Time Director and his family will be subject to ceiling of one month's salary.

iii. 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. Roshin Mathew 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 Whole Time 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 Policies.

c. Commission

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 which shall not exceed 1% of the net profits 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. Roshin Mathew satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out in Section 196(3) of the Companies Act, 2013 for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The above may be treated as a written understanding setting out the terms of appointment of Mr. Roshin Mathew under Section 190 of the Companies Act, 2013.

The Board recommends passing of resolution no. 6 as an Ordinary resolution.

Except Mr. Roshin Mathew, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice

Item No.7:

The provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 mandates the Company to get its cost records audited every year. The Board of Directors, based on the recommendation of the Audit Committee, have appointed Messrs Murthy & Co. LLP, Cost Accountants (LLP ID No. AAB-1402) as the Cost Auditors of the Company for the financial year 2019-20 at a remuneration of Rs.1,25,000/- (Rupees One Lakh and Twenty Five Thousand only) apart from applicable taxes and out of pocket expenses, if any.

Ratification of remuneration payable to Cost Auditors needs to be done by the Shareholders of the Company in terms of Section 148 of the Companies Act, 2013 read

with the Companies (Audit and Auditors) Rules, 2014. Due to which consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2019-20.

The Board recommends passing of resolution no. 7 as an ordinary resolution.

None of the Directors, Key Managerial Personnel or their relatives are interested, financially or otherwise, if any in the Resolution No. 7 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

Item No.8:

Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the fees or compensation payable to executive directors who are promoters or members of the promoter group shall be subject to approval of shareholders by way of special resolution if:

- a) the annual remuneration payable to such executive director exceeds rupees 5 crores or 2.5 percent of the net profits of the listed entity, whichever is higher;
- or
- b) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 percent of the net profits of the listed entity.

Mr. M. R. Jaishankar, Chairman & Managing Director and Promoter of the Company was re-appointed for a further period of five years w.e.f April 1, 2017. The Members have approved remuneration payable to him is within the limits as prescribed at that time as per Companies Act, 2013, while approving his re-appointment earlier, which is in excess of the newly prescribed threshold limits specified in Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. This necessitates seeking fresh approval of the members by way of special resolution for retaining all existing terms and conditions of appointment of Mr. M. R. Jaishankar including remuneration payable to him for the rest of his tenure till March 31, 2022.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the company has approved the above proposal at their respective meetings.

Except Mr. M.R. Jaishankar, Ms. Pavitra Shankar and Ms. Nirupa Shankar none of the Directors, Key Managerial Personnel or their relatives are interested, financially or otherwise, if any in the Resolution No. 8 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

Item No.9:

The Company has in pipeline various real estate and commercial projects for which apart from internal accruals funding by way of equity as well as debt will be required. The Board of Directors have continuously evaluated funding requirements for the various projects of the Company through optimum mix of equity as well as debt funding mainly by way of project loans & lease rental discounting loans.

The Company proposes to raise capital for the purpose of financing, inter alia, the ongoing projects in Residential business & Commercial business, proposed capital expenditure and for general corporate purposes for which the Company may offer or invite subscription for securities, in one or more series/ tranches on private placement/ on preferential basis, issuable/ redeemable at par/premium.

Pursuant to Sections 23, 42, 62, 71 of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the approval of members is required to be obtained by a special resolution for making any further issue of equity shares or Securities to any person(s) other than the existing members of the Company.

As the Members are aware, the Company, its subsidiaries and associate are engaged in the business of real estate development, leasing and related services., the Company is exploring various avenues for raising additional funds. Considering buoyancy in capital market and global investor's appetite it is necessary that the Company should be prepared for accessing any window of opportunity for capital / fund raising going forward as and when the opportunity arises. Accordingly, the Board of Directors, at its meeting held on August 12, 2020, has approved, and decided to obtain an enabling approval from the Company's Members to raise funds for an amount aggregating up to ₹ 500 Crores (Rupees Five Hundred Crores Only).

For the above purpose, the Company has been exploring various avenues for raising funds by way of issue of Equity Shares or by way of issue of any financial instrument or securities convertible into Equity Shares such as warrants (in registered or bearer form), fully convertible debentures, partly convertible debentures and preference shares convertible into Equity Shares, and/or any other eligible securities which may or may not be listed (instruments

mentioned above collectively with the Equity Shares to be hereinafter referred to as the “Securities”) for an aggregate amount of up to ₹ 500 Crores (Rupees Five Hundred Crores Only) including through qualified institutions placement (the “QIP”) to qualified institutional buyers (the “QIBs”) as defined in ICDR Regulations or public and / private offerings, preferential issue, rights issue or through any other permissible mode and/or combination thereof as may be considered appropriate under the applicable laws. The issue of Securities may be consummated in one or more tranches at such time or times at such price as may be determined by the Board in its absolute discretion, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable guidelines, notifications, rules and regulations, each as amended.

The proposed Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to determine the terms of the aforementioned issuance of Securities, including the exact price, proportion and timing of such issuance, based on an analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board or any Committee duly authorised by the Board, considering prevailing market conditions, practices and in accordance with the applicable laws. Accordingly, the Board (including a Committee thereof) may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company.

The relevant date for the purpose of pricing the Securities shall be the meeting in which the Board or any Committee duly authorised by the Board decides to open the issue of such Securities, subsequent to receipt of Members’ approval in terms of the applicable laws. In the event that convertible securities (as defined under the ICDR Regulations) are issued to QIBs by way of a QIP, the relevant date for the purpose of pricing of such Securities shall be either the date of the meeting in which the Board decides to open the

issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board or any Committee duly authorised by the Board.

In the event of issuance of Securities by way of a QIP, as per the provisions of Chapter VI of the ICDR Regulations, an issue of Securities shall be made at a price not less than the floor price calculated in accordance with Chapter VI of the ICDR Regulations. The Board or any Committee duly authorised by the Board may offer a discount of not more than five percent on such price determined in accordance with the pricing formula provided under the said Chapter, in accordance with the applicable laws. Further, in the event that such issuance of Securities is undertaken by way of a QIP, the allotment of Securities shall be completed within a period of 365 days from passing the Special Resolution by the Members.

The Board recommends passing of resolution no. 9 as a special resolution.

None of the Directors, Key Managerial Personnel or their relatives are interested, financially or otherwise, if any in the Resolution No. 9 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

Place : Bengaluru

Date : August 12, 2020

By Order of the Board

For Brigade Enterprises Limited

P. Om Prakash

Company Secretary & Compliance Officer

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

Details of the Director seeking re-appointment at the 25th Annual General Meeting

[Pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meeting]

Name of the Director	Mr. Amar Mysore	Ms. Nirupa Shankar	Mr. Bijou Kurien	Mr. Roshin Mathew
Date of Birth	21/06/1979	31/10/1982	17/01/1959	24/12/1962
Age (in years)	41	37	61	57
Date of Appointment	16/05/2018	16/05/2018	31/01/2015	07/11/2019
Qualification	Masters in Engineering from Pennsylvania State University USA	Bachelor's Degree in Economics from the University of Virginia, USA and has a Masters of Management in Hospitality in 2009 from Cornell University.	Business Management from XLRI, Jamshedpur	Bachelor degree in Civil Engineering from Kerala University and Masters in Building Engineering and Management from the School of Planning and Architecture, New Delhi
No. of equity shares held in the Company	19,40,659	139,89,937	NIL	49,555
Expertise in functional areas	He has a decade of diverse experience in fields of Supply Chain Management, Manufacturing, Power Sector and Real Estate.	She has a decade of experience in Hospitality, Business Development, Human Resource Management and Strategy	He has more than 3 decades of experience especially in Retail Industry	He has more than 3 decades of diverse experience in Project Management, Civil Contracting and Real Estate development
Directorships held in other Companies	1. Brigade Hospitality Services Limited 2. Brigade Estates & Projects Private Limited 3. Brigade Tetrarch Private Limited 4. Brigade Infrastructure & Power Private Limited 5. Augusta Club Private Limited 6. BCV Developers Private Limited 7. Orion Property Management Services Limited	1. Brigade Hospitality Services Limited 2. Orion Property Management Services Limited 3. SRP Prosperita Hotel Ventures Limited 4. Brigade Infrastructure & Power Private Limited 5. Mysore Holdings Private Limited 6. WTC Trades & Projects Private Limited 7. Brigade Hotel Ventures Limited	1. Stella Treads Private Limited 2. Oceanic Rubber Works Private Limited 3. Timex Group India Limited 4. Future Lifestyle Fashions Limited 5. Ziqitza Health Care Limited 6. Orange County Resorts & Hotels Limited 7. Suguna Foods Private Limited 8. Mindtree Limited	1. Brigade Properties Private Limited 2. BCV Developers Private Limited 3. Brigade (Gujarat) Projects Private Limited 4. Mysore Projects Private Limited

Name of the Director	Mr. Amar Mysore	Ms. Nirupa Shankar	Mr. Bijou Kurien	Mr. Roshin Mathew
Committee positions held in other Companies (Audit Committee and Stakeholders Relationship Committee)	NIL	NIL	Timex Group India Limited Audit Committee - Member Stakeholders Relationship Committee – Chairman Orange County Resorts & Hotels Limited Audit Committee - Member Ziqitza Health Care Limited Audit Committee - Chairman Mindtree Limited Stakeholders Relationship Committee – Chairman	NIL