

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/AGM/NSEBSE/15072023

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 Eighth Annual General Meeting of the Company

In continuation to our letter dated 13th July, 2023, please find enclosed Notice of **Twenty Eighth Annual General Meeting** of the Company scheduled on **Monday, 7th August, 2023** at 10.30 a.m. IST through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM').

The remote e-voting period commences from Thursday, 3rd August, 2023 (9.00 a.m. IST) and ends on Sunday, 6th August, 2023 (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., Monday, 31st July, 2023 may cast their votes electronically. The voting rights of the Members shall be in proportion to their shareholding in the Company as on Monday, 31st July, 2023 (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://www.brigadegroup.com/investor/regulation-46/annual-reports> and that of the Registrar & Transfer Agents at <https://evoting.kfintech.com>.

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

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

Thanking you,

Yours faithfully,

For **Brigade Enterprises Limited**

P. Om Prakash
Company Secretary & Compliance Officer

Encl.: a/a



NOTICE

Notice is hereby given that the **TWENTY EIGHTH ANNUAL GENERAL MEETING** of the Members of **BRIGADE ENTERPRISES LIMITED** will be held on Monday, August 7, 2023 at 10.30 a.m. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023, including the Audited Balance Sheet as at March 31, 2023 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, 2023, 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, 2023, the statement of profit and loss, the cash flow statement for the financial year ended on that date, notes to financial statements, along with the Auditor's report thereon be and are hereby received, considered and adopted."

2. To declare Final Dividend for the financial year 2022-2023:

"RESOLVED THAT a final dividend of ₹2/- per equity share (Rupees Two only) of ₹10/- each fully paid up be and is hereby declared and paid out of the profits for the financial year 2022-2023."

3. To appoint a Director in place of Ms. Pavitra Shankar (DIN: 08133119) 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), Ms. Pavitra Shankar (DIN: 08133119) 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. Pavitra Shankar shall continue as Managing Director of the Company on the terms and conditions of her appointment with effect from October 12, 2022 for a period of five years from that date."

The required details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is enclosed as an Annexure to this Notice.

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), 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 Joint Managing Director of the Company on the terms and conditions of her appointment with effect from October 12, 2022 for a period of five years from that date."

The required details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is enclosed as an Annexure to this Notice.

SPECIAL BUSINESS

5. Appointment of Mr. Pradyumna Krishna Kumar (DIN: 07870840) as Whole-Time Director, designated as an Executive Director, of the Company:

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

"RESOLVED THAT Mr. Pradyumna Krishna Kumar (DIN: 07870840), who is appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company with effect from July 12, 2023 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, 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 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with relevant Rules made thereunder and Schedule V of the Act (including any statutory modification(s) or re-enactment thereof), approval of the Members be and is hereby accorded for

appointment of Mr. Pradyumna Krishna Kumar as Whole-time Director, designated as an Executive Director of the Company, liable to retire by rotation, for a period of five years with effect from July 12, 2023 on a gross remuneration upto ₹100 Lakhs per annum and commission as a percentage of adjusted net profit based on the performance of the Company, the details of which as set out in the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT the remuneration by way of salary, perquisites, allowances and commission shall not exceed 1% of the adjusted net profits of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised 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 and Remuneration Committee, provided that such variation or increase as the case may be is within the overall limits specified in Schedule V and the relevant provisions of the Companies Act, 2013.

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.”

6. Ratification of remuneration payable to M/s. Murthy & Co. LLP, Cost Accountants, Cost Auditors for the financial year 2022-2023:

The Board of Directors recommends considering 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), payment of remuneration not exceeding ₹1,25,000/- (Rupees One Lakh Twenty-Five Thousand only) apart from applicable taxes and out of pocket expenses to M/s. 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 2022-2023 (i.e., April 1, 2022 to March 31, 2023) be and is hereby approved.

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

Place : Bengaluru
Date : July 12, 2023

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

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

P. Om Prakash
Company Secretary & Compliance Officer

EXPLANATORY STATEMENT

{pursuant to Section 102(1) of the Companies Act, 2013}

Item No. 5: Appointment of Mr. Pradyumna Krishna Kumar (DIN: 07870840) as Whole-Time Director, designated as an Executive Director, of the Company:

Mr. Pradyumna Krishna Kumar is associated with the Brigade Group for around 14 years, since 2009. Prior to this appointment, Mr. Pradyumna Krishna Kumar was the Chief Business Development Officer of the Company.

He is involved in/ has driven almost all major land acquisitions (including documentation) of the Company over the last 10 years in Bangalore and Chennai. He has focused on expanding the business into the Chennai market over the last five years and overseeing all projects from land acquisition to launch. He is also handling investor relations and private equity investors for over a decade apart from handling different functions.

Based on the skills, expertise and knowledge possessed by Mr. Pradyumna Krishna Kumar, the Board of Directors based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Pradyumna Krishna Kumar as an Additional Director on the Board of the Company with effect from July 12, 2023 to hold office upto the date of the Annual General Meeting. The Board, at the same meeting, also appointed Mr. Pradyumna Krishna Kumar as Whole-Time Director, designated as an Executive Director, with effect from July 12, 2023, subject to the approval of the Members of the Company.

Approval of the Members is being sought for the appointment of Mr. Pradyumna Krishna Kumar as Whole-Time Director, designated as an Executive Director of the Company, liable to retire by rotation, for a period of five consecutive years from July 12, 2023 to July 11, 2028, on the terms and conditions including remuneration as stated under.

An abstract of the terms of appointment are as follows:

1) Duties and Powers:

- a) Mr. Pradyumna Krishna Kumar, Whole-time Director, designated as an 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 July 12, 2023 to July 11, 2028.

3) Remuneration:

- a) **Basic Salary:** Basic Salary up to of Rs. 2,00,000/- p.m. (Rupees Two 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/ Other emoluments:** In addition to basic salary, Mr. Pradyumna Krishna Kumar shall be entitled to the following:
 - House Rent Allowance;
 - Telecommunication and Internet facilities;
 - Car allowance, driver salary and fuel reimbursement;
 - Ex-gratia/ annual payment payable based on the Company's performance - 8.33% of annual basic;
 - Meal and Gift Cards;
 - Special Allowance as per Company rules;
 - Leave Travel Allowance for self and family;
 - 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. Pradyumna Krishna Kumar 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.
- c) **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.
- d) **Leave and encashment** of unavailed leave as per the rules of the Company.
- e) **Stock Options:** 20,632 stock options which are granted under 'Brigade Employee Stock Option Plan' shall continue to vest in accordance with the ESOP Plan.

4) Commission

Remuneration by way of Commission, in addition to salary and perquisites/ other emoluments, calculated with reference to the adjusted 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 each financial year based on the recommendation of the Nomination and Remuneration Committee.

The exact amount shall 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.

The Board of Directors are authorised to vary or revise the Commission amount during the tenure of appointment. However the overall remuneration including commission shall not exceed 1% of the adjusted net profits of the Company in any financial year.

5) 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. Pradyumna Krishna Kumar satisfies all the conditions set out in Part I of Schedule V of the Act and also the conditions set out in Section 196(3) of the Companies Act, 2013. He has consented to act as Director in terms of Section 152 of the Companies Act, 2013 and has provided a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority.

Further, the Company has received a notice under Section 160 of the Companies Act, 2013 from a Member signifying the intention to propose the candidature of Mr. Pradyumna Krishna Kumar as Whole-time Director, designated as an Executive Director of the Company.

Accordingly, the Board recommends passing of the proposed resolution stated in Item 5 as Special Resolution and requests Members' approval for the same.

Except Mr. Pradyumna Krishna Kumar and his relatives, none of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

The required details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is enclosed as an Annexure to this Notice.

Item No. 6: Ratification of remuneration payable to M/s. Murthy & Co. LLP, Cost Accountants, Cost Auditors for the financial year 2022-2023:

The Board of Directors, based on the recommendation of the Audit Committee, have appointed M/s. Murthy & Co. LLP, Cost Accountants (LLP ID No. AAB-1402) as the Cost Auditors of the Company for the financial year 2022-2023 at a remuneration of ₹1,25,000/- (Rupees One Lakh and Twenty Five Thousand only) apart from applicable taxes and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof) any remuneration payable to Cost Auditors has to be approved/ ratified by the Members of the Company.

Accordingly, the Board recommends passing of the proposed resolution stated in Item 6 as an Ordinary Resolution and requests Members' approval for the same.

None of the Directors, Key Managerial Personnel, Promoters or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members, if any, in the Company.

Place : Bengaluru
Date : July 12, 2023

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

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

P. Om Prakash
Company Secretary & Compliance Officer

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') with respect to the special business set out in the Notice is annexed.
2. Pursuant to General Circular No. 10/ 2022 and General Circular No. 11/ 2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (the 'MCA') and Circular no. SEBI/ HO/ CFD/ PoD-2/P/ CIR/ 2023/ 4 dated January 5, 2023 issued by Securities Exchange Board of India ('SEBI'), (hereinafter collectively referred as 'Circulars'), companies are allowed to conduct General Meetings through Video Conference ('VC') or Other Audio-Visual Means ('OAVM'), subject to compliance of various conditions mentioned therein.

In compliance with the above, AGM of the Company is being held through VC/ OAVM.

3. The Company has appointed M/s. KFin Technologies Limited, Registrars and Transfer Agents ('KFin' or 'RTA' or 'KFinTech'), to provide VC/ OAVM facility for the AGM.
4. Proceedings of the AGM will be web-casted live for all the Members as on the cut-off date i.e., Monday, July 31, 2023. Members may visit <https://emeetings.kfintech.com> and login through existing user id and password to watch the live proceedings of the AGM. Facility for joining the AGM shall be open 30 minutes before the scheduled time for commencement of AGM and shall be closed 30 minutes after such scheduled time.

5. In view of AGM being held by VC/ OAVM:

- a) physical attendance of Members has been dispensed with;
- b) the facility for appointment of proxies by the Members will not be available for the AGM and hence Proxy Form and Attendance Slip are not annexed to this Notice;

Corporate Members are required to access the link <https://evoting.kfintech.com/> and upload a certified copy of the Board resolution authorizing their representative to attend the AGM through VC/ OAVM and vote on their behalf. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/ OAVM.
- c) Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Act; and
- d) route map for the location of the meeting is also not provided.

6. In case of joint holders attending the AGM, 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.

7. Inspection of Documents:

All the documents referred in the Notice will be available for inspection electronically. Members seeking to inspect such documents can send an e-mail to investors@brigadegroup.com

In addition, following documents shall also be available for inspection electronically:

- a) The certificate received from the Secretarial Auditor of the Company on the implementation of Employee Stock Option Plans in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- b) The Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which Directors are interested, maintained under the Companies Act, 2013.

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

8. Dividend

- a) Members may note that the Board of Directors in their meeting held on May 24, 2023 has recommended a final dividend of ₹2/- (20%) per equity share on the face value of ₹10/- each. Subject to provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if approved by the Members will be paid on or before Saturday, September 2, 2023 to those Members whose names appear in the Register of Members on the Record Date.

The Company has fixed, Monday, July 31, 2023 as the Record Date for determining the Members eligible for dividend on equity shares.

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

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

However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received by them during financial year 2023 – 2024 does not exceed ₹5,000/- and also in cases where members provide Form 15G/ Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act.

Members seeking non-deduction of tax on their dividends may submit Form 15G/ 15H as applicable to the Company on a yearly basis at the link <https://ris.kfintech.com/form15/>. The detailed information with respect to tax deduction at source on dividend payments including the formats of Form 15G/Form 15H for seeking exemption is available in the link <https://ris.kfintech.com/form15/>. PAN is mandatory for members providing Form 15G/ 15H or any other document.

The required documents to be uploaded on the portal on or before Monday, July 31, 2023.

- b) Members are requested to convert physical shareholding, if any, to electronic mode pursuant to notification dated September 10, 2018 issued by MCA for public limited companies and hence are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are also encouraged to utilize the Electronic Clearing System ("ECS") for receiving dividends.
- c) Members are requested to send all correspondences including dividend related matters to our RTA at the following address:

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

9. Transfer of unclaimed/ unpaid dividend and shares to Investor Education and Protection Fund:

Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ('IEPF').

In addition, all shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

In accordance with the Act, the Company has sent notices to the shareholders whose shares were due to be transferred to the IEPF Authority and simultaneously published newspaper advertisement.

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

10. Updation of KYC:

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023 and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023.

As per Section 72 of the Act, the facility for submitting nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. Members are requested to submit these details to their Depository Participants ('DP') in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.

Members who have not updated their details as above, are requested to furnish the documents/ details, as per the table below:

Type of holder	Particulars	Details to be furnished in
Physical	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes/ update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out nomination	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3)/ Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares/ debentures/ bonds, etc., held in physical form	Form ISR-4
ISR Form(s) and the supporting documents can be provided by any one of the following modes:		
	a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials;	
	b) Through hard copies which are self-attested, can be shared to the address of RTA of the Company at KFin Technologies Limited, Unit: Brigade Enterprises Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032;	
	c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

Detailed FAQs can be found on: <https://ris.kfintech.com/faq.html>

The aforesaid forms can be downloaded from the Company's website at <https://www.brigadegroup.com/investor/investor-information/kyc-updation--physical-shareholders> or RTA's at <https://ris.kfintech.com/clientservices/isc/default.aspx>

Freezing of folios without PAN, KYC details and Nomination in line with SEBI circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023:

The Company has 10 shareholders holding 167 equity shares of the Company in physical mode. For the said folios wherein any one of the details are not updated on or after October 1, 2023, shall be frozen and Members shall not be eligible to lodge grievance or avail service request from the RTA.

Further effective April 1, 2024, Members shall not be eligible for receiving dividend in physical mode.

After December 31, 2025, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

11. In line with the Circulars, an electronic copy of the Annual Report and AGM Notice is being sent to all the Members holding shares in dematerialised form and whose e-mail addresses are available with the Depository Participants ('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.

The Annual Report is also available on the Company's website <https://www.brigadegroup.com/investor/regulation-46/annual-reports>, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively as well as the website of RTA at <https://evoting.kfintech.com>

12. The Company is availing the services of KFin Technologies Limited for facilitating e-voting i.e., remote e-voting and e-voting at the AGM. The instructions for e-voting are given herein below:
- a) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on 'e-voting facility provided by Listed Companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process.
 - b) Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

- c) The remote e-voting period commences on Thursday, August 3, 2023 from 9.00 a.m. and ends on Sunday, August 6, 2023 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 Monday, July 31, 2023 may cast their vote by electronic means in the manner and process set out hereinabove. The remote 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. Members who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.





- d) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- e) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at einward.ris@kfintech.com. However, if he/ she is already registered with KFin for remote e-voting then he/ she can use his/ her existing User ID and password for casting the vote.
- f) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- g) The details of the process and manner for remote e-voting and AGM are explained herein below:

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

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

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

Details on Step 1 are mentioned below: Login method for remote e-voting for Individual Shareholders holding securities in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with National Securities Depository Limited ('NSDL')	<p>1) Users already registered for IDeAS facility:</p> <p>a) Visit URL: https://eservices.nsdl.com</p> <p>b) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>c) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”</p> <p>d) 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.</p> <p>2) Users not registered for IDeAS e-Services</p> <p>a) To register click on link: https://eservices.nsdl.com</p> <p>b) Select “Register Online for IDeAS” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>c) Proceed with completing the required fields</p> <p>Follow steps given in point no. 1) above</p> <p>3) Users may alternatively vote by directly accessing the e-voting website of NSDL</p> <p>a) Open URL: https://www.evoting.nsdl.com/</p> <p>b) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>c) 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.</p> <p>d) Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e., KFintech.</p> <p>e) On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-Voting period.</p> <p>4) NSDL Mobile App</p> <p>Members can also download the NSDL Mobile App ‘NSDL SPEED-e’ facility by scanning the QR code for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with Central Depository Services Limited ('CDSL')	<p>1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile no. and email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</p>
Individual Shareholder (holding securities in demate mode) logging-in through their Depository Participant	<p>1) You can also login using the login credentials of your demat account through your DP registered with NSDL/ CDSL for e-voting facility.</p> <p>2) Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>3) Click on options available against company name or e-voting service provider – KFintech and you will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication</p>

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

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no. 1800 1020 990
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below: Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

A. Members whose email IDs are registered with the Company/ Depository 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), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- iii) After entering these details appropriately, click on "LOGIN".
- iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the "EVEN" i.e., 'BRIGADE ENTERPRISES LIMITED – AGM' and click on "Submit"
- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or

alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either of the head.

- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
- xii) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id: 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, 28th Annual General Meeting".

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

- i) Members are requested to follow the process as guided to update the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- iii) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below: Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-voting during the meeting.

- i) Member will be provided with a facility to attend the AGM through VC platform provided by KFin. Members may access the same at

<https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ KFin.

After logging in, click on the Video Conference tab and select the EVEN of the Company - Brigade Enterprises Limited.

Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.

- ii) Facility for joining AGM through VC shall open atleast 30 minutes before the commencement of the Meeting.
- iii) Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv) Members will be required to grant access to the webcam to enable VC. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v) As the AGM is being conducted through VC, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/ send their queries in advance mentioning their name, demat account number/ folio number, email id, mobile number at investors@brigadegroup.com.
- vi) The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii) A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii) Facility of joining the AGM through VC shall be available for atleast 2,000 members on first come first served basis.
- ix) Institutional Members are encouraged to attend and vote at the AGM through VC.

13. Instructions for voting during the AGM through Instapoll:

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

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

- 14. The Company has appointed Mr. K. Rajshekar, Practicing Company Secretary (CP No.: 2468), who in the opinion of the Board is a duly qualified person, as Scrutinizer to scrutinize the electronic voting process in a fair and transparent manner.

The Scrutinizer shall submit his report to the Chairman or a person authorised by him after the completion of scrutiny of the e-voting (votes cast through remote e-voting and votes cast during the AGM). Results of the meeting along with the Scrutinizer Report shall be submitted by the Company within two days of conclusion of the AGM and the same shall be placed on the website of the Company i.e., www.brigadegroup.com

15. OTHER INSTRUCTIONS

- a) **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech.

On successful login, select 'Speaker Registration' which will open from Thursday, August 3, 2023 at 9.00 a.m. upto Friday, August 4, 2023 at 5.00 p.m. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

- b) **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>.

Please login through the user id and password provided in the mail received from KFin. On successful login, select 'Post Your Question' option which will opened from Thursday, August 3, 2023 at 9.00 a.m. upto Friday, August 4, 2023 at 5.00 p.m.

- c) 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> (KFin Website) or contact Ms. Rajitha C, Deputy Vice President at einward.ris@kfintech.com or call KFinTech's toll free No. 1-800-309-4001 for any further clarifications.

Members whose names appear in the Register of Members/ list of Beneficial Owners as on Monday, July 31, 2023 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.

A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- d) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member

may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399

- Example for NSDL:
MYEPWD <SPACE> IN12345612345678
- Example for CDSL:
MYEPWD <SPACE> 1402345612345678
- Example for Physical:
MYEPWD <SPACE> XXXX1234567890

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

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

DETAILS OF DIRECTOR(S) SEEKING RE-APPOINTMENT/ APPOINTMENT AT THE 28TH ANNUAL GENERAL MEETING

{Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India}

Name of the Director	Ms. Pavitra Shankar	Ms. Nirupa Shankar	Mr. Pradyumna Krishna Kumar
Date of Birth	August 1, 1980	October 31, 1982	June 11, 1983
Age (in years)	42 years	40 years	40 years
Date of first appointment on the Board	May 16, 2018	May 16, 2018	July 12, 2023
Brief Resume of the Director & Qualifications	<p>Ms. Pavitra Shankar has over 19 years of experience in consulting, private equity and real estate development.</p> <p>She has been associated with Brigade Group close to a decade. She is an Executive Director of the Company from 2018. In October 2022, she has been re-designated as Managing Director of the Company.</p> <p>She is responsible for the Company's residential business strategy and growth, with a focus on sales, Residential business, marketing, finance and customer experience.</p> <p>She holds a Bachelor's degree in Economics and Mathematics from the University of Virginia and a Master's in Business Administration in Real Estate and Finance from Columbia Business School, U.S.A.</p> <p>She has been honored by Realty Plus - 40 under 40 for her achievements in the industry.</p>	<p>Ms. Nirupa Shankar has over 17 years of experience and has been associated with Brigade Group since 2009, overseeing the Company's hospitality, office and retail portfolios. She also leads Public Relations (PR) and Innovation functions. She set up Asia's first Real Estate Tech Accelerator, Brigade REAP.</p> <p>In October 2022, she has been re-designated as Joint Managing Director of the Company.</p> <p>She has previously worked as a Senior Business Analyst with Ernst & Young LLP in New York, Washington DC, and North Carolina.</p> <p>Ms. Nirupa Shankar has a Bachelor's degree in Economics from the University of Virginia and a Master's degree in Management of Hospitality from Cornell University.</p> <p>The Awards/ Recognitions bestowed on Ms. Nirupa Shankar are as under:</p> <ul style="list-style-type: none"> Recognised by Economic Times as India Inc's Top Young 40 Leaders under the age of 40 in 2021. She has been recognised for her contribution in Real Estate and PropTech at the BW Disrupt Women Entrepreneurship Awards 2021. She has also won the "Woman CXO of the Year" award at the 9th Reality Plus Conclave & Excellence award 2017. <p>Ms. Nirupa Shankar is a two-time TEDx speaker.</p>	<p>Mr. Pradyumna Krishna Kumar has over 17 years of experience and has been associated with Brigade Group, since 2009.</p> <p>Prior to this appointment, Mr. Pradyumna Krishna Kumar was the Chief Business Development Officer of the Company. He is involved in/ driven almost all major land acquisitions (including documentation) of the Company over the last 10 years in Bangalore and Chennai. He has focused on expanding the business into the Chennai market over the last five years and overseeing all projects from land acquisition to launch. He is also handling investor relations and private equity investors for over a decade apart from handling different functions.</p> <p>He has a Bachelor's degree in Commerce from the University of Madras and a Master's degree in Business Administration from the Asian Institute of Management, Manila, Philippines.</p> <p>Prior to Brigade, he has worked with Multi-national companies in India and Abroad.</p>
Nature of expertise in specific functional areas	Finance, Real Estate, Leadership, Industrial Development, Sales & Marketing and Technology	Real Estate, Leadership, Sales & Marketing and Technology	Finance, Real Estate, Industrial Development, Sales & Marketing

Name of the Director	Ms. Pavitra Shankar	Ms. Nirupa Shankar	Mr. Pradyumna Krishna Kumar																																
Inter-se relationship with any other Directors or KMP of the Company	Ms. Pavitra Shankar is part of the Promoter Group of the Company. Her relatives on the Board are as under: <table border="1"> <thead> <tr> <th>Name of the Director</th> <th>Designation</th> <th>Relationship</th> </tr> </thead> <tbody> <tr> <td>Mr. M R. Jaishankar</td> <td>Executive Chairman</td> <td>Father</td> </tr> <tr> <td>Ms. Nirupa Shankar</td> <td>Joint Managing Director</td> <td>Sister</td> </tr> </tbody> </table>	Name of the Director	Designation	Relationship	Mr. M R. Jaishankar	Executive Chairman	Father	Ms. Nirupa Shankar	Joint Managing Director	Sister	Ms. Nirupa Shankar is part of the Promoter Group of the Company. Her relatives on the Board are as under: <table border="1"> <thead> <tr> <th>Name of the Director</th> <th>Designation</th> <th>Relationship</th> </tr> </thead> <tbody> <tr> <td>Mr. M R. Jaishankar</td> <td>Executive Chairman</td> <td>Father</td> </tr> <tr> <td>Ms. Pavitra Shankar</td> <td>Managing Director</td> <td>Sister</td> </tr> </tbody> </table>	Name of the Director	Designation	Relationship	Mr. M R. Jaishankar	Executive Chairman	Father	Ms. Pavitra Shankar	Managing Director	Sister	Mr. Pradyumna Krishna Kumar is not related to any Directors or KMP of the Company.														
Name of the Director	Designation	Relationship																																	
Mr. M R. Jaishankar	Executive Chairman	Father																																	
Ms. Nirupa Shankar	Joint Managing Director	Sister																																	
Name of the Director	Designation	Relationship																																	
Mr. M R. Jaishankar	Executive Chairman	Father																																	
Ms. Pavitra Shankar	Managing Director	Sister																																	
Directorships held in other Listed Entities	None	None	None																																
Listed Entities from which he/ she has resigned in the past three years	None	None	None																																
Directorships in other Companies	<ul style="list-style-type: none"> a) Brigade Tetrarch Private Limited b) Mysore Projects Private Limited c) Brigade Estates & Projects Private Limited d) Tetrarch Developers Limited e) Vibrancy Real Estates Private Limited f) Venusta Ventures Private Limited g) Zoiros Projects Private Limited h) BCV Real Estates Private Limited i) Mysore Holdings Private Limited j) Tetrarch Real Estates Private Limited 	<ul style="list-style-type: none"> a) Brigade Hospitality Services Limited b) SRP Prosperita Hotel Ventures Limited c) Brigade (Gujarat) Projects Private Limited d) Celebrations Private Limited e) Brigade Infrastructure & Power Private Limited f) Brigade Flexible Office Spaces Private Limited g) Zoiros Projects Private Limited h) WTC Trades & Projects Private Limited i) Brigade Hotel Ventures Limited j) Mysore Holdings Private Limited 	<ul style="list-style-type: none"> a) Brigade Estates & Projects Private Limited b) Brigade Infrastructure & Power Private Limited c) Augusta Club Private Limited d) Celebrations Private Limited e) Vibrancy Real Estates Private Limited f) Venusta Ventures Private Limited g) Tandem Allied Services Private Limited h) Tetrarch Real Estates Private Limited i) Brigade Flexible Office Spaces Private Limited 																																
Committee positions held in Board	<p>a) Brigade Enterprises Limited:</p> <table border="1"> <thead> <tr> <th>Name of the Committee</th> <th>Designation held in the Committee</th> </tr> </thead> <tbody> <tr> <td>Stakeholders' Relationship Committee</td> <td>Member</td> </tr> <tr> <td>Committee of Directors</td> <td>Chairperson</td> </tr> </tbody> </table> <p>b) Brigade Tetrarch Private Limited:</p> <table border="1"> <thead> <tr> <th>Name of the Committee</th> <th>Designation held in the Committee</th> </tr> </thead> <tbody> <tr> <td>Audit Committee</td> <td>Chairperson</td> </tr> <tr> <td>Nomination & Remuneration Committee</td> <td>Member</td> </tr> </tbody> </table>	Name of the Committee	Designation held in the Committee	Stakeholders' Relationship Committee	Member	Committee of Directors	Chairperson	Name of the Committee	Designation held in the Committee	Audit Committee	Chairperson	Nomination & Remuneration Committee	Member	<p>a) Brigade Enterprises Limited:</p> <table border="1"> <thead> <tr> <th>Name of the Committee</th> <th>Designation held in the Committee</th> </tr> </thead> <tbody> <tr> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> <tr> <td>Committee of Directors</td> <td>Member</td> </tr> </tbody> </table> <p>b) Brigade Hospitality Services Private Limited:</p> <table border="1"> <thead> <tr> <th>Name of the Committee</th> <th>Designation held in the Committee</th> </tr> </thead> <tbody> <tr> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> </tbody> </table>	Name of the Committee	Designation held in the Committee	Corporate Social Responsibility Committee	Member	Committee of Directors	Member	Name of the Committee	Designation held in the Committee	Corporate Social Responsibility Committee	Member	<p>a) Tandem Allied Services Private Limited</p> <table border="1"> <thead> <tr> <th>Name of the Committee</th> <th>Designation held in the Committee</th> </tr> </thead> <tbody> <tr> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> </tbody> </table> <p>b) Brigade Estates & Projects Private Limited</p> <table border="1"> <thead> <tr> <th>Name of the Committee</th> <th>Designation held in the Committee</th> </tr> </thead> <tbody> <tr> <td>Nomination & Remuneration Committee</td> <td>Chairperson</td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> </tbody> </table>	Name of the Committee	Designation held in the Committee	Corporate Social Responsibility Committee	Member	Name of the Committee	Designation held in the Committee	Nomination & Remuneration Committee	Chairperson	Audit Committee	Member
Name of the Committee	Designation held in the Committee																																		
Stakeholders' Relationship Committee	Member																																		
Committee of Directors	Chairperson																																		
Name of the Committee	Designation held in the Committee																																		
Audit Committee	Chairperson																																		
Nomination & Remuneration Committee	Member																																		
Name of the Committee	Designation held in the Committee																																		
Corporate Social Responsibility Committee	Member																																		
Committee of Directors	Member																																		
Name of the Committee	Designation held in the Committee																																		
Corporate Social Responsibility Committee	Member																																		
Name of the Committee	Designation held in the Committee																																		
Corporate Social Responsibility Committee	Member																																		
Name of the Committee	Designation held in the Committee																																		
Nomination & Remuneration Committee	Chairperson																																		
Audit Committee	Member																																		

Name of the Director	Ms. Pavitra Shankar	Ms. Nirupa Shankar	Mr. Pradyumna Krishna Kumar																																																								
	<p>c) Mysore Projects Private Limited:</p> <table border="1"> <thead> <tr> <th data-bbox="293 439 536 517">Name of the Committee</th> <th data-bbox="541 439 667 517">Designation held in the Committee</th> </tr> </thead> <tbody> <tr> <td data-bbox="293 524 536 553">Audit Committee</td> <td data-bbox="541 524 667 553">Chairperson</td> </tr> <tr> <td data-bbox="293 560 536 638">Nomination & Remuneration Committee</td> <td data-bbox="541 560 667 638">Member</td> </tr> </tbody> </table> <p>d) Brigade Estates & Projects Private Limited:</p> <table border="1"> <thead> <tr> <th data-bbox="293 815 536 893">Name of the Committee</th> <th data-bbox="541 815 667 893">Designation held in the Committee</th> </tr> </thead> <tbody> <tr> <td data-bbox="293 900 536 929">Audit Committee</td> <td data-bbox="541 900 667 929">Chairperson</td> </tr> <tr> <td data-bbox="293 936 536 1014">Nomination & Remuneration Committee</td> <td data-bbox="541 936 667 1014">Member</td> </tr> </tbody> </table> <p>e) Mysore Holdings Private Limited</p> <table border="1"> <thead> <tr> <th data-bbox="293 1102 536 1180">Name of the Committee</th> <th data-bbox="541 1102 667 1180">Designation held in the Committee</th> </tr> </thead> <tbody> <tr> <td data-bbox="293 1187 536 1265">Corporate Social Responsibility Committee</td> <td data-bbox="541 1187 667 1265">Member</td> </tr> </tbody> </table>	Name of the Committee	Designation held in the Committee	Audit Committee	Chairperson	Nomination & Remuneration Committee	Member	Name of the Committee	Designation held in the Committee	Audit Committee	Chairperson	Nomination & Remuneration Committee	Member	Name of the Committee	Designation held in the Committee	Corporate Social Responsibility Committee	Member	<p>c) WTC Trades & Projects Private Limited:</p> <table border="1"> <thead> <tr> <th data-bbox="681 439 924 517">Name of the Committee</th> <th data-bbox="928 439 1054 517">Designation held in the Committee</th> </tr> </thead> <tbody> <tr> <td data-bbox="681 524 924 604">Nomination & Remuneration Committee</td> <td data-bbox="928 524 1054 604">Chairperson</td> </tr> <tr> <td data-bbox="681 611 924 640">Audit Committee</td> <td data-bbox="928 611 1054 640">Member</td> </tr> <tr> <td data-bbox="681 647 924 725">Corporate Social Responsibility Committee</td> <td data-bbox="928 647 1054 725">Member</td> </tr> </tbody> </table> <p>d) Brigade Infrastructure & Power Private Limited:</p> <table border="1"> <thead> <tr> <th data-bbox="681 815 924 893">Name of the Committee</th> <th data-bbox="928 815 1054 893">Designation held in the Committee</th> </tr> </thead> <tbody> <tr> <td data-bbox="681 900 924 929">Audit Committee</td> <td data-bbox="928 900 1054 929">Member</td> </tr> <tr> <td data-bbox="681 936 924 1014">Nomination & Remuneration Committee</td> <td data-bbox="928 936 1054 1014">Chairperson</td> </tr> </tbody> </table> <p>e) SRP Prosperita Hotel Ventures Limited:</p> <table border="1"> <thead> <tr> <th data-bbox="681 1102 924 1180">Name of the Committee</th> <th data-bbox="928 1102 1054 1180">Designation held in the Committee</th> </tr> </thead> <tbody> <tr> <td data-bbox="681 1187 924 1265">Nomination & Remuneration Committee</td> <td data-bbox="928 1187 1054 1265">Member</td> </tr> </tbody> </table> <p>f) Brigade Hotel Ventures Limited:</p> <table border="1"> <thead> <tr> <th data-bbox="681 1352 924 1431">Name of the Committee</th> <th data-bbox="928 1352 1054 1431">Designation held in the Committee</th> </tr> </thead> <tbody> <tr> <td data-bbox="681 1438 924 1467">Audit Committee</td> <td data-bbox="928 1438 1054 1467">Member</td> </tr> <tr> <td data-bbox="681 1473 924 1552">Nomination & Remuneration Committee</td> <td data-bbox="928 1473 1054 1552">Member</td> </tr> </tbody> </table> <p>g) Brigade (Gujarat) Projects Private Limited:</p> <table border="1"> <thead> <tr> <th data-bbox="681 1639 924 1718">Name of the Committee</th> <th data-bbox="928 1639 1054 1718">Designation held in the Committee</th> </tr> </thead> <tbody> <tr> <td data-bbox="681 1724 924 1753">Audit Committee</td> <td data-bbox="928 1724 1054 1753">Member</td> </tr> <tr> <td data-bbox="681 1760 924 1839">Nomination & Remuneration Committee</td> <td data-bbox="928 1760 1054 1839">Member</td> </tr> </tbody> </table> <p>h) Mysore Holdings Private Limited</p> <table border="1"> <thead> <tr> <th data-bbox="681 1926 924 2004">Name of the Committee</th> <th data-bbox="928 1926 1054 2004">Designation held in the Committee</th> </tr> </thead> <tbody> <tr> <td data-bbox="681 2011 924 2089">Corporate Social Responsibility Committee</td> <td data-bbox="928 2011 1054 2089">Member</td> </tr> </tbody> </table>	Name of the Committee	Designation held in the Committee	Nomination & Remuneration Committee	Chairperson	Audit Committee	Member	Corporate Social Responsibility Committee	Member	Name of the Committee	Designation held in the Committee	Audit Committee	Member	Nomination & Remuneration Committee	Chairperson	Name of the Committee	Designation held in the Committee	Nomination & Remuneration Committee	Member	Name of the Committee	Designation held in the Committee	Audit Committee	Member	Nomination & Remuneration Committee	Member	Name of the Committee	Designation held in the Committee	Audit Committee	Member	Nomination & Remuneration Committee	Member	Name of the Committee	Designation held in the Committee	Corporate Social Responsibility Committee	Member	<p>c) Brigade Infrastructure & Power Private Limited</p> <table border="1"> <thead> <tr> <th data-bbox="1069 439 1311 517">Name of the Committee</th> <th data-bbox="1316 439 1442 517">Designation held in the Committee</th> </tr> </thead> <tbody> <tr> <td data-bbox="1069 524 1311 553">Audit Committee</td> <td data-bbox="1316 524 1442 553">Member</td> </tr> <tr> <td data-bbox="1069 560 1311 638">Nomination & Remuneration Committee</td> <td data-bbox="1316 560 1442 638">Member</td> </tr> </tbody> </table>	Name of the Committee	Designation held in the Committee	Audit Committee	Member	Nomination & Remuneration Committee	Member
Name of the Committee	Designation held in the Committee																																																										
Audit Committee	Chairperson																																																										
Nomination & Remuneration Committee	Member																																																										
Name of the Committee	Designation held in the Committee																																																										
Audit Committee	Chairperson																																																										
Nomination & Remuneration Committee	Member																																																										
Name of the Committee	Designation held in the Committee																																																										
Corporate Social Responsibility Committee	Member																																																										
Name of the Committee	Designation held in the Committee																																																										
Nomination & Remuneration Committee	Chairperson																																																										
Audit Committee	Member																																																										
Corporate Social Responsibility Committee	Member																																																										
Name of the Committee	Designation held in the Committee																																																										
Audit Committee	Member																																																										
Nomination & Remuneration Committee	Chairperson																																																										
Name of the Committee	Designation held in the Committee																																																										
Nomination & Remuneration Committee	Member																																																										
Name of the Committee	Designation held in the Committee																																																										
Audit Committee	Member																																																										
Nomination & Remuneration Committee	Member																																																										
Name of the Committee	Designation held in the Committee																																																										
Audit Committee	Member																																																										
Nomination & Remuneration Committee	Member																																																										
Name of the Committee	Designation held in the Committee																																																										
Corporate Social Responsibility Committee	Member																																																										
Name of the Committee	Designation held in the Committee																																																										
Audit Committee	Member																																																										
Nomination & Remuneration Committee	Member																																																										

Name of the Director	Ms. Pavitra Shankar	Ms. Nirupa Shankar	Mr. Pradyumna Krishna Kumar
No. of equity shares held in the Company including shareholding as a beneficial owner	<p>Direct Holding: Nil</p> <p>Indirect Holding: She is part of Promoter & Promoter Group which holds 10,10,42,777 equity shares of ₹10/- each which constitutes 43.78% of the paid-up equity share capital of the Company.</p>	<p>Direct Holding: 1,39,89,937 equity shares of ₹10/- each which constitutes 6.06% of the paid-up equity share capital of the Company</p> <p>Indirect Holding: She is part of Promoter & Promoter Group which holds 10,10,42,777 equity shares (including Ms. Nirupa's direct shareholding) of ₹10/- each which constitutes 43.78% of the paid-up equity share capital of the Company.</p>	<p>Direct Holding: 16,082 equity shares of ₹10/- each which constitutes 0.007% of the paid-up equity share capital of the Company.</p> <p>Indirect Holding: Nil</p>
No. of Board Meetings attended	Ms. Pavitra Shankar has attended all the 5 Board Meetings held during the financial year 2022-2023.	Ms. Nirupa Shankar has attended all the 5 Board Meetings held during the financial year 2022-2023.	Mr. Pradyuman Krishna Kumar is appointed as a Director on the date of this Notice and therefore was not entitled to attend any Board Meeting during the financial year 2022-2023.
Terms and conditions of appointment/ re-appointment	<p>Ms. Pavitra Shankar is appointed and re-designated as Managing Director of the Company for a period of five years with effect from October 12, 2022. The aforesaid is approved by the Members of the Company through Postal Ballot on November 18, 2022.</p> <p>Ms. Pavitra Shankar retires by rotation at the Twenty Eighth Annual General Meeting and being eligible, offers herself for re-appointment as Managing Director of the Company.</p> <p>Terms of re-appointment including remuneration shall be in line with the Members approval of November 18, 2022.</p>	<p>Ms. Nirupa Shankar is appointed and re-designated as Joint Managing Director of the Company for a period of five years with effect from October 12, 2022. The aforesaid is approved by the Members of the Company through Postal Ballot on November 18, 2022.</p> <p>Ms. Nirupa Shankar retires by rotation at the Twenty Eighth Annual General Meeting and being eligible, offers herself for re-appointment as Joint Managing Director of the Company.</p> <p>Terms of re-appointment including remuneration shall be in line with the Members approval of November 18, 2022.</p>	As set out in the resolution and explanatory statement of Item No. 5 of this Notice
Remuneration proposed to be paid	Remuneration shall be in line with the Members approval of November 18, 2022.	Remuneration shall be in line with the Members approval of November 18, 2022.	As set out in the resolution and explanatory statement of Item No. 5 of this Notice
Remuneration last drawn	<p>For the financial year 2022-2023, Ms. Pavitra Shankar is eligible for a total remuneration of ₹276 Lakhs comprising of:</p> <ul style="list-style-type: none"> Salary & Perquisites: ₹83 Lakhs Commission Payable: ₹193 Lakhs 	<p>For the financial year 2022-2023, Ms. Nirupa Shankar is eligible a total remuneration of ₹273 Lakhs comprising of:</p> <ul style="list-style-type: none"> Salary & Perquisites: ₹80 Lakhs Commission Payable: ₹193 Lakhs 	For the financial year 2022-2023, Mr. Pradyumna Krishna Kumar, in his capacity as the Chief Business Development Officer of the Company, was paid, a total remuneration of ₹106.50 Lakhs.

INFORMATION AT A GLANCE - KEY DETAILS FOR THE MEETING

Particulars	Details
Day, Date and time of the AGM	Monday, August 7, 2023 at 10.30 a.m.
Mode	Video Conference and other audio-visual means
Link for live webcast of the AGM and for participation through Video Conferencing	https://evoting.kfintech.com
Link for remote e-voting	https://evoting.kfintech.com
Cut-off date for e-voting	Monday, July 31, 2023
E-voting start date and time	Thursday, August 3, 2023 at 9.00 a.m.
E-voting end date and time	Sunday, August 6, 2023 at 5.00 p.m.
Record Date for payment of final dividend	Monday, July 31, 2023
Payment date of final dividend	On or before Saturday, September 2, 2023
Name, address and contact details of Registrar and Share Transfer Agent and e-voting service provider	Contact Name: Ms. Rajitha C, Deputy Vice President KFin Technologies Limited (formerly KFin Technologies Private Limited) Unit: Brigade Enterprises Limited Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Toll Free no. 1-800-309-4001 Email: einward.ris@kfintech.com