

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
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Ref: BEL/AGM/NSEBSE/15072024

15th July, 2024

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 Ninth Annual General Meeting of the Company

This is to inform you that **Twenty Ninth Annual General Meeting** of the Company scheduled on **Tuesday, 6th August, 2024** at 10.30 a.m. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') in accordance with the applicable circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

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

The remote e-voting period commences from Friday, 2nd August, 2024 (9.00 a.m. IST) and ends on Monday, 5th August, 2024 (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., Tuesday, 30th July, 2024 may cast their votes electronically. The voting rights of the Members shall be in proportion to their shareholding in the Company as on Tuesday, 30th July, 2024 (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 NINTH ANNUAL GENERAL MEETING** of the Members of **BRIGADE ENTERPRISES LIMITED** will be held on Tuesday, August 6, 2024 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, 2024, including the Audited Balance Sheet as at March 31, 2024 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

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

- a) **"RESOLVED THAT** the audited standalone financial statements of the Company including the Balance Sheet as at March 31, 2024, 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, 2024, 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 2023-2024

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"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 2023-2024."

3. To appoint a Director in place of Mr. M.R. Jaishankar (DIN: 00191267) who retires by rotation and being eligible, offers himself for re-appointment.

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"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), Mr. M.R. Jaishankar (DIN: 00191267) 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.

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 Mr. Roshin Mathew (DIN:00673926) who retires by rotation and being eligible, offers himself for re-appointment

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"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), Mr. Roshin Mathew (DIN: 00673926), 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.

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.

5. To appoint Statutory Auditors of the Company and fix their remuneration.

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 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Walker Chandok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), be and are hereby appointed as Statutory Auditors of the Company for a first term of 5 consecutive years commencing from the conclusion of 29th Annual General Meeting until the conclusion of 34th Annual General Meeting of the Company, at such remuneration plus applicable taxes, reimbursement of out-of-pocket and other incidental expenses in connection with the audit, as recommended by the Audit Committee and approved by the Board of Directors."

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorised to take all such steps and do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

6. Ratification of remuneration payable to M/s. Murthy & Co. LLP, Cost Accountants, Cost Auditors for the financial year 2023-2024:

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 2023-2024 (i.e., April 1, 2023 to March 31, 2024) 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.”

7. Re-Appointment of Mr. Roshin Mathew (DIN: 00673926) as Whole time Director designated as “Executive Director” for the further period with effect from November 7, 2024 till December 31, 2027

To consider and, if thought fit, to pass the following Resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members be and hereby is accorded for the re-appointment of Mr. Roshin Mathew (DIN: 00673926) as Whole-time Director of the Company designated as “Executive Director” of the Company for the further period with effect from November 7, 2024 till December 31, 2027 (both days inclusive) on a gross remuneration of upto ₹1,95,58,700 per annum and commission as a percentage of net profits based on the performance of the Company and who shall be liable to retire by rotation.

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 or ₹ 500 Lakhs per annum, whichever is higher.

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.”

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.

8. Appointment of Mr. Abraham George Stephanos (DIN: 06618882) as an Independent Director of the Company for a period of Five Years with effect from May 28, 2024:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company and basis the recommendation of Nomination & Remuneration Committee (NRC) and the approval of the Board of Directors of the Company, Mr. Abraham George Stephanos (DIN: 06618882), who was appointed as an Additional and Independent Director of the Company with effect from May 28, 2024 to May 27, 2029 and relating to whom the Company has received a notice under Section 160 of the Companies Act, 2013 signifying the intention to propose his candidature for the office of Director in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office up to five consecutive years with effect from May 28, 2024, whose term of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board or Company Secretary be and are hereby severally authorised to digitally sign & file necessary forms with the Ministry of Corporate Affairs and intimation to Stock Exchanges to give effect to this resolution.”

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.

9. Approval for all fees and compensation payable by way of Commission to non-executive Directors including Independent Directors:

To consider and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 149, 197, 198 and all other applicable provisions of the Companies Act, 2013,

Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded for payment of remuneration / compensation by way of profits related to commission or otherwise as permissible to the Non-Executive Directors including Independent Directors of the Company (i.e. Directors other than Wholetime Directors) of such sum or sums and in such proportion/manner and upto such extent for each financial year from the financial

year 2023-24 as the Board of Directors shall determine from time to time based on the recommendation of Nomination and Remuneration Committee within the overall maximum limit of 1% (one percent) per annum of the Net Profits of the Company for the relevant financial year computed in the manner as laid down in Section 198 (excluding sitting fees payable) and other applicable provisions of the Act and Rules made thereunder.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

Place : Bengaluru
Date : May 28, 2024

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
Membership No. 5435

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 and explanatory statement required under Regulation 36(5) of SEBI (LODR) Regulation, 2015 setting out material facts in respect of the business under Item Nos. 5-9 to be transacted at the 29th Annual General Meeting (AGM) is annexed hereto.

2. Pursuant to General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (the 'MCA') and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 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 Tuesday, July 30, 2024

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 28th May, 2024 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 Friday August 30, 2024 to those Members whose names appear in the Register of Members on the Record Date.

The Company has fixed Tuesday, July 30, 2024 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 2024 – 2025 does not exceed Rs. 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 Tuesday, July 30, 2024.

- a) 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.
- b) 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, Gachibowli,
Financial District, Nanakramguda,
Hyderabad – 500 032
Toll Free no. 1800-309-4001
Email: inward.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 vide its circular dated March 16, 2023 has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar.

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 Building, 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#>

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 Friday, August 2, 2024 from 9.00 a.m. to Monday, August 5, 2024 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, July 30, 2024 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> <ul style="list-style-type: none"> a) Visit URL: https://eservices.nSDL.com b) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. c) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting” 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. <hr/> <p>2) Users not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> a) To register click on link: https://eservices.nSDL.com b) Select “Register Online for IDeAS” or click on https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp c) Proceed with completing the required fields Follow steps given in point no. 1) above <hr/> <p>3) Users may alternatively vote by directly accessing the e-voting website of NSDL</p> <ul style="list-style-type: none"> a) Open URL: https://www.evoting.nSDL.com/ b) Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. d) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. requested to select the name of the company and the e-Voting Service Provider name, i.e., KFinTech. e) You will be redirected to KFinTech e-voting page for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	<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> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with Central Depository Services Limited ('CDSL')	<ol style="list-style-type: none"> 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. 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. 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. 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.
Individual Shareholder (holding securities in demat mode) logging-in through their Depository Participant	<ol style="list-style-type: none"> 1) You can also login using the login credentials of your demat account through your DP registered with NSDL/ CDSL for e-voting facility. 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. 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.

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
Individual Shareholders holding Securities in demat mode with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no. 022-48867000
Individual Shareholders holding Securities in demat mode with NSDL	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: rajarthi.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, 29th 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 inward.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) Further, the members registered as speaker will be required to allow camera during AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- vii) 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.
- viii) 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.
- ix) Facility of joining the AGM through VC shall be available for at least 2,000 members on first come first served basis.
- x) 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 be opened from Thursday, August 01, 2024 at 9.00 a.m. upto Friday, August 2, 2024 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 be opened from Thursday, August 1, 2024 at 9.00 a.m. upto Friday, August 2, 2024 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 Tuesday, July 30, 2024 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 emeetings@kfintech.com or toll free number 1-800-309-4001.

EXPLANATORY STATEMENT

[pursuant to Section 102(1) of the Companies Act, 2013 & pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Forming Part of the Notice of Annual General Meeting]

Ordinary Business

Item No. 5: Appointment of Statutory Auditor & fix their remuneration

Appointment of M/s Walker Chandiook & Co LLP, (Firm Registration No. 001076N/N500013), Chartered Accountants, as Statutory Auditors of the Company due to completion of two terms of M/s S.R Batliboi & Associates LLP (Firm Registration No. 101049W/E300004).

The members at the 24th Annual General Meeting of the Company held on September 29, 2018 had re-appointed M/s S.R Batliboi & Associates LLP (Firm Registration No. 101049W/E300004) as the Statutory Auditors of the Company to hold office for a second term of five years i.e. from the conclusion of the 24th Annual General Meeting until conclusion of ensuing 29th Annual General Meeting. The provisions of Section 139 of the Companies Act, 2013 stipulates that no Audit firm can be statutory auditors for more than 2 terms of five consecutive years and a cooling-off period of 5 years is required after which they can be re-appointed.

The term of M/s S.R. Batliboi & Associates LLP (Firm Registration No. 101049W/E300004) is coming to end at the conclusion of ensuing 29th Annual General Meeting. The Board of Directors has, based on the recommendation of the Audit Committee and

subject to approval of the members, had appointed M/s Walker Chandiook & Co LLP, (Firm Registration No. 001076N/N500013) Chartered Accountants for the first term of five (5) years to hold office from the conclusion of the 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company to be held in 2029.

As required under section 139 of the Companies Act, 2013, M/s Walker Chandiook & Co LLP, (Firm Registration No. 001076N/N500013), Chartered Accountants, have given written consent and certificate to the Company that their appointment, if made, shall be in compliance of Section 139 and 141 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014.

There is no material change in the fees considering the size of the Company. The Notice of the ensuing 29th Annual General Meeting also contains a resolution for consideration and approval of the Members for their appointment as such in place of the existing Statutory Auditors.

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.

Your Directors recommend the Resolution set out in Item No. 5 as an Ordinary Resolution for your approval.

Statement containing additional disclosure as required under Regulation 36(5) of the Listing Regulations

Particulars	Remarks
Proposed fees payable to the statutory auditor for the financial year 2024-25	₹ 1 Crore (One Crore Only) plus applicable taxes, reimbursement of out-of-pocket and other incidental expenses in connection with the audit. The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee.
Term of appointment	Five Years
In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	There is no material change in the fees payable to M/s Walker Chandiook & Co LLP from that of the fees paid to the outgoing auditor.
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory auditor proposed to be appointed	The nature of business and size of operations require a highly professional audit firm. The Audit Committee, and the Board of Directors of the Company have duly taken in to consideration all aspects including the criteria and credentials of the audit firm, expertise of the Audit Firm has in the real estate sector apart from the quality of firm, partners, team size etc and more importantly due compliance in relation to all regulatory requirements.
Brief Profile of Statutory Auditor	M/s Walker Chandiook & Co LLP was established on 1 st January 1935 and converted to a Limited Liability Partnership firm on 25 th March 2014 and has a registered office at L-41, Connaught Circus, New Delhi- 110 001. The firm is registered with the Institute of Chartered Accountants of India (ICAI) and empaneled on the Public Company Accounting Oversight Board (PCAOB) and Comptroller & Auditor General of India (CAG). The firm provides professional services like auditing, taxation, and management consultancy services to clients in India. The firm has 70 Partners and over 2,283+ personnel operating from 15 other branch offices [Bengaluru, Chandigarh, Chennai, Delhi (2 offices including head office), Goa, Gurgaon, Hyderabad, Kolkata, Mumbai, Noida, Pune, Kochi, Dehradun and Ahmedabad]. The Firm is one of the largest and highly reputed audit firms in India with many marquee names as the audit clients.

Special Business

Item No. 6: Ratification of remuneration payable to M/s. Murthy & Co. LLP, Cost Accountants, Cost Auditors for the financial year 2023-2024:

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 2023-2024 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.

Item No. 7: Re-appointment of Mr. Roshin Mathew (DIN: 00673926) as Whole time Director of the Company designated as "Executive Director" for a period with effect from November 07, 2024 till December 31, 2027

Mr. Roshin Mathew has been associated with the group for close to 25 years and was appointed as a Whole-time Director and designated as an Executive Director at the 25th Annual General Meeting convened on September 29, 2020 to hold office for a period of five consecutive years from November 07, 2019 to November 06, 2024.

Based on his skills, experience, knowledge and the positive outcome of performance evaluation and expertise in engineering, finance, Real Estate, Industrial Development available with Mr. Roshin Mathew which is in line with the Board Skill Matrix as identified by the Board for Board Members carried out by the Nomination and Remuneration Committee during the current term.

Based on the performance rating for previous 5 years, Nomination and Remuneration Committee recommended to board for re-appointment for further period. Based on recommendation, the Board of Directors of the Company at their meeting held on May 28, 2024 and subject to the approval of the members, re-appointed Mr. Roshin Mathew (DIN: 00673926) as a Whole-time Director designated as an Executive Director of the Company for the further period with effect from November 07, 2024 till December 31, 2027.

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 07, 2024 to December 31, 2027

3) Remuneration:

a. Basic Salary:

Basic Salary up to of ₹ 55,37,280/- p.a. (Rupees Fifty Five Lakhs Thirty Seven Thousand Two Hundred and Eighty 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 & Allowances:

In addition to salary, Mr. Roshin Mathew is entitled to perquisites and allowances aggregating up to ₹ 1,40,21,420/- per annum (Rupees One Crore Forty Lakhs Twenty One Thousand Four Hundred and Twenty Only)

(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.
- iii. Group Mediciam insurance premium
- iv. Club Fees

And such other perquisites and allowances in accordance with the rules of the Company and as may be agreed by the Board of Directors and Mr. 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) Vehicle lease rental, fuel expenses and chauffer salary reimbursement for official 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) Food Card/Wallet and Gift Card/ Wallet
- (7) 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 or ₹ 500 Lakhs, whichever is higher (including remuneration by way of salary, perquisites and allowances).

d. Termination:

The re-appointment will be upto December 31, 2027, 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 re-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.

Mr. Roshin Mathew is interested in the resolution set out at Item No. 4 & 7 of the Notice.

The Board of Directors recommend resolution no. 7 for your consideration and approval as an ordinary resolution.

Except as mentioned above none of the other 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.

Item No. 8: Appointment of Mr. Abraham George Stephanos (DIN: 06618882) as an Independent Director of the Company:

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 subject to the approval of the members has appointed Mr. Abraham George Stephanos (DIN: 06618882) as an Independent Director of the Company for a consecutive period of 5 years with effect from May 28, 2024 to May 27, 2029.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Abraham George Stephanos for the office of Director of the Company.

Mr. Abraham George Stephanos is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. Section 149 of the Companies Act, 2013 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. Further, in terms of Regulation 25 (2A) of SEBI(LODR) Regulations, 2015 the appointment, re-appointment or removal of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

The Company has received a declaration from Mr. Abraham George Stephanos 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, 2015.

The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Abraham George Stephanos. In the opinion of the Board, Abraham George Stephanos fulfills the conditions for his appointment as an Independent Director as specified in the Act and as stipulated in the SEBI (LODR) Regulations, 2015 and other laws for the time being in force, to the extent applicable to the Company. Mr. Abraham George Stephanos is independent of the management. The Board noted that Abraham George Stephanos skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Mr. Abraham George Stephanos is justified due to the following reasons:

- He has around 4 decades of rich and versatile experience including sales & marketing experience.
- His extensive experience of various capabilities including Chief Operating Officer and as Managing Director.

Mr. Abraham George Stephanos would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. Further, he would be entitled to commission on profits as determined each year by the Board within the overall limits not

exceeding 1% of the net profits of the Company as approved by the shareholders. He is not entitled for stock options and does not hold any shares in the Company.

Except Mr. Abraham George Stephanos, 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. 8 of the Notice except to the extent of their shareholding as Members, if any, in the Company.

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

Item No. 9: Approval for all fees and compensation payable by way of Commission to non-executive Directors including Independent Directors:

In terms of provisions contained in Section 197 of the Companies Act, 2013 ("the Act"), a company by way of an Ordinary Resolution in general meeting may authorise payment of remuneration/compensation to Non- Executive Directors (including Independent Directors), a sum not exceeding 1% (one percent) of the Net Profits of such company, if there is a Managing or Whole-Time Director or Manager.

Further, as per Regulation 17(6)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment thereto or modification thereof, the Board of Directors shall recommend all fees (save and except payment of sitting fees for attending meeting(s) of the Board of Directors and/or Committee(s) thereof or for any other purposes whatsoever as may be decided by the Board of Directors within the limits as prescribed under Section 197(5) of the Companies Act, 2013 read with Rule (5) of Companies (Appointment and Remuneration of Managerial Personnel) Rules,

Place : Bengaluru
Date : May 28, 2024

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

2014 or compensation, if any, paid to Non-Executive Directors including Independent Directors and the same shall require approval of shareholders in general meeting.

Independent Directors constitute more than 50% of the composition of the Board of your Company. These Directors have expertise in their respective fields and have been contributing to the growth of the Company through their valuable inputs and ideas. The Board is of the view that it is necessary that adequate compensation be given as to compensate Non-executive Directors including Independent Directors for their time and efforts.

The Shareholders have earlier approved payment of commission to Independent Directors of up to 1% of net profits (excluding sitting fees) per annum for a period of 5 financial years up to 2022-23.

It is proposed to remunerate/compensate Non Executive Directors including Independent Directors by payment of commission of up to 1% of net profits (excluding sitting fees) per annum from the financial year 2023-24. There is no payment by way of commission paid to the Non- Executive Directors for the financial year 2023-24.

Independent Directors are concerned or interested in the said resolution to the extent of the remuneration/compensation payable to them.

Except as mentioned above none of the other 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.

The Board of Directors recommends this resolution for your consideration and approval as an ordinary resolution.

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

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

DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 29TH 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	Mr. M.R. Jaishankar	Mr. Roshin Mathew	Mr. Abraham George Stephanos									
Date of Birth	April 22, 1954	December 24, 1962	December 31, 1962									
Age (in years)	70 years	61 years	61 years									
Date of first appointment on the Board	November 08, 1995	November 07, 2019	May 28, 2024									
Brief Resume of the Director & Qualifications	<p>Mr. M R. Jaishankar has over three decades of rich experience in the field of real estate development.</p> <p>He holds a Bachelor's Degree in Science and a master's in business administration. He hails from a family which has been managing coffee plantations in Chikmagalur, Karnataka for over 100 years.</p> <p>As an entrepreneur, Mr. M R. Jaishankar established the Brigade Group in 1986. His leadership, commitment to quality and passion for innovation has enabled Brigade to grow from a single-building, small private enterprise to a diverse multi-domain, multi-city public limited company. Mr. Jaishankar conducts business keeping Brigade Group's Core Values in mind: QC-FIRST, which stands for - Quality, Customer Centricity, Fairness, Innovation, Responsible Socially and Trust.</p> <p>For his meritorious contributions to infrastructure, development and philanthropic approach for social cause, he was conferred an Honorary Doctorate Degree by Bangalore City University.</p>	<p>Mr. Roshin Mathew has been with Brigade Group for close to two decades and has been in charge of the Engineering department since 2007. He has more than thirty years of experience in the management of projects, civil construction and real estate development.</p> <p>He possesses a Bachelor's Degree in Civil Engineering from Kerala University as well as bachelor's and Master's of Science in Building Engineering and Management from the School of Planning and Architecture, New Delhi.</p>	<p>Mr. Abraham George Stephanos possesses a Bachelor of Science in Engineering Mechanical with a post graduate Diploma in Management from IIM, Calcutta with specialization in Marketing and Strategic Management and has around 4 decades of rich and versatile experience including sales & marketing experience.</p> <p>He was associated with the Tata Group for over 25 years in various capacities including Chief Operating Officer and as Managing Director of Tata Steel Downstream Products Limited for around 10 years.</p> <p>Currently, he is a Partner at Social Venture Partner India, Bangalore.</p>									
Nature of expertise in specific functional areas	He has over three decades of rich experience in real estate industry.	He has more than 3 decades of diverse experience in Project Management, Civil Contracting and Real Estate development.	He has over 4 decades of experience in sales & marketing.									
Inter-se relationship with any other Directors or KMP of the Company	Mr. M.R. Jaishankar is part of the Promoter Group of the Company. His relatives on the Board are as under:	There is no relative on the Board.	None									
	<table border="1"> <thead> <tr> <th>Name of the Director</th> <th>Designation</th> <th>Relationship</th> </tr> </thead> <tbody> <tr> <td>Ms. Pavitra Shankar</td> <td>Managing Director</td> <td>Daughter</td> </tr> <tr> <td>Ms. Nirupa Shankar</td> <td>Joint Managing Director</td> <td>Daughter</td> </tr> </tbody> </table>	Name of the Director	Designation	Relationship	Ms. Pavitra Shankar	Managing Director	Daughter	Ms. Nirupa Shankar	Joint Managing Director	Daughter		
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Brigade Enterprises Limited

Name of the Director	Mr. M.R. Jaishankar	Mr. Roshin Mathew	Mr. Abraham George Stephanos																										
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	a) Mysore Holdings Private Limited b) Smart Cities India Foundation	a) Perungudi Real Estates Private Limited b) Brigade Tetrarch Private Limited c) Brigade (Gujarat) Projects Private Limited d) Mysore Projects Private Limited e) Vibrancy Real Estates Private Limited f) BCV Real Estates Private Limited g) Brigade Properties Private Limited h) BCV Developers Private Limited i) Tetrarch Developers Limited	None																										
Committee positions held in Board	a) Brigade Enterprises Limited: <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>Chairman</td> </tr> <tr> <td>Risk Management Committee</td> <td>Chairman</td> </tr> </tbody> </table> b) Mysore Holdings Private Limited <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>Chairman</td> </tr> </tbody> </table>	Name of the Committee	Designation held in the Committee	Corporate Social Responsibility Committee	Chairman	Risk Management Committee	Chairman	Name of the Committee	Designation held in the Committee	Corporate Social Responsibility Committee	Chairman	a) Brigade Enterprises Limited: <table border="1"> <thead> <tr> <th>Name of the Committee</th> <th>Designation held in the Committee</th> </tr> </thead> <tbody> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> </tbody> </table> b) BCV Developers Private Limited: <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>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> </tbody> </table> c) Brigade (Gujarat) Projects Private Limited: <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>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Chairman</td> </tr> </tbody> </table>	Name of the Committee	Designation held in the Committee	Risk Management Committee	Member	Name of the Committee	Designation held in the Committee	Audit Committee	Member	Nomination and Remuneration Committee	Member	Name of the Committee	Designation held in the Committee	Audit Committee	Member	Nomination and Remuneration Committee	Chairman	
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Name of the Director	Mr. M.R. Jaishankar	Mr. Roshin Mathew	Mr. Abraham George Stephanos								
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No. of equity shares held in the Company including shareholding as a beneficial owner	<p>Direct Holding: 3,45,67,767 equity shares of ₹ 10/- each which constitutes 14.96% of the paid-up equity share capital of the Company.</p> <p>Indirect Holding: He is part of Promoter & Promoter Group which holds 10,10,42,777 equity shares (including Mr. M.R Jaishankar's direct shareholding) of ₹ 10/- each which constitutes 43.72 % of the paid-up equity share capital of the Company.</p>	Direct Holding: 60,000 equity shares of ₹ 10/- each which constitutes 0.02% of the paid-up equity share capital of the Company	NIL								
No. of Board Meetings attended	Mr. M.R. Jaishankar has attended all the 7 Board Meetings held during the financial year 2023-2024.	Mr. Roshin Mathew has attended all the 7 Board Meetings held during the financial year 2023-2024.	Not Applicable								

Name of the Director	Mr. M.R. Jaishankar	Mr. Roshin Mathew	Mr. Abraham George Stephanos
Terms and conditions of appointment/ re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	Re-appointment in terms of Section 152(6) of the Companies Act, 2013. Further, Resolution no. 7 proposed for re-appointment as Whole time directors designated as “Executive Director” for the further period with effect from November 07, 2024 to December 31, 2027. Liable to retire by rotation. Please refer explanatory statement of Resolution No. 7 of AGM Notice.	Independent Director, not liable to retire by rotation, for a term of Five consecutive years commencing from May 28, 2024.
Skills and Capabilities required for the role and the manner in which proposed person meet such requirement	Not Applicable	Not Applicable	As per detailed provided in the resolution no. 8 of this Notice read with the explanatory statement thereto.
Remuneration proposed to be paid	Remuneration including commission shall be in line with the remuneration approved by Nomination and Remuneration Committee.	Remuneration including commission shall be in line with the remuneration approved by Nomination and Remuneration Committee.	As per the details provided in the resolution no. 8 and explanatory statement of this notice.
Remuneration last drawn	For the financial year 2023-24. Mr. M.R Jaishankar is being paid total remuneration of ₹ 717 Lakhs comprising of: <ul style="list-style-type: none"> • Salary & Perquisite: ₹ 171 Lakhs • Commission Payable: ₹ 549 Lakhs 	For the financial year 2023-24. Mr Roshin Mathew is being paid total remuneration of ₹ 310 Lakhs comprising of: <ul style="list-style-type: none"> • Salary & Perquisite: ₹ 207 Lakhs • Commission Payable: ₹ 103 Lakhs 	Not Applicable

INFORMATION AT A GLANCE - KEY DETAILS FOR THE MEETING

Particulars	Details
Day, Date and time of the AGM	Tuesday, August 06, 2024 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	Tuesday, July 30, 2024
E-voting start date and time	Friday, August 2, 2024 at 9.00 a.m.
E-voting end date and time	Monday, August 5, 2024 at 5.00 p.m.
Record Date for payment of final dividend	Tuesday, July 30, 2024
Payment date of final dividend	On or before Friday, August 30, 2024
Name, address and contact details of Registrar and Share Transfer Agent and e-voting service provider	Contact Name: Ms. Rajitha Cholleti, Deputy Vice President KFin Technologies Limited (formerly KFin Technologies Private Limited) Unit: Brigade Enterprises Limited Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Toll Free no. 1-800-309-4001 Email: einward.ris@kfintech.com