

Brigade Enterprises Limited

Corporate Identity Number (CIN) : L85110KA1995PLC019126
Registered Office : 29th & 30th Floor, World Trade Center
Brigade Gateway Campus, 26/1, Dr. Rajkumar Road
Malleswaram - Rajajinagar, Bengaluru - 560 055, India
T : +91 80 4137 9200
E : enquiry@brigadegroup.com W : www.brigadegroup.com



Ref: BEL/NSEBSE/19102022

19th October, 2022

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

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

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

Dear Sir/Madam,

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

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

S. No.	Description of the Resolutions
1.	As a Special Resolution: Appointment & redesignation of Ms. Pavitra Shankar (DIN: 08133119) as Managing Director of the Company for a period of Five Years with effect from 12 th October, 2022
2.	As a Special Resolution: Appointment & redesignation of Ms. Nirupa Shankar (DIN: 02750342) as Joint Managing Director of the Company for a period of Five Years with effect from 12 th October, 2022
3.	As an Ordinary Resolution: Re-appointment of Mr. Amar Mysore (DIN: 03218587) as Whole-Time Director of the Company for a period of Five Years with effect from 16 th May, 2023
4.	As a Special Resolution: Appointment of Mr. Velloor Venkatakrishnan Ranganathan (DIN: 00060917) as an Independent Director of the Company for a period of Five Years with effect from 11 th October, 2022
5.	As a Special Resolution: Re-appointment of Mr. Pradeep Kumar Panja (DIN: 03614568) as an Independent Director of the Company for a period of Five Years with effect from 16 th May, 2023
6.	As a Special Resolution: Re-appointment of Dr. Venkatesh Panchapagesan (DIN: 07942333), as an Independent Director of the Company for a period of Five Years with effect from 16 th May, 2023



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In accordance with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 issued by Ministry of Corporate Affairs, the aforesaid Postal Ballot Notice is being sent only in electronic mode to those Members whose Email Ids were registered with KFin Technologies Limited, Registrar and Transfer Agent of the Company ("KFinTech" or "RTA") or Depositories or whose names are recorded in the Register of Members/ Beneficial Owners as on the Cut-off date i.e, Friday, 14th October, 2022.

The Company has engaged the services of KFin Technologies Limited to provide remote e-voting facility to its Members. The remote e-voting will commence on Thursday, 20th October, 2022 at 9:00 a.m. and will end at 5:00 p.m. on Friday, 18th November, 2022 after which the e-voting module shall be disabled. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 14th October, 2022. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

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

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

S No	Event Details	Timeline
1.	Cut off date for determining list of Members eligible for remote e-voting	Friday, 14 th October, 2022
2.	Date of Completion of dispatch of Notice (by electronic means) to Members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Cut-off date	Wednesday, 19 th October, 2022
3.	Date and time of commencement of e-voting	Thursday, 20 th October, 2022 at 9.00 a.m.
4.	Date and time of closure of e-voting	Friday, 18 th November, 2022 at 5.00 p.m.
5.	Declaration of results of Postal Ballot	On or before Saturday, 19 th November, 2022

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Brigade Enterprises Limited

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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



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

Thanking you
Yours faithfully,

For **Brigade Enterprises Limited**

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P Om Prakash
Company Secretary and Compliance Officer

Enclosure: Postal Ballot Notice

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





BRIGADE ENTERPRISES LIMITED

Corporate Identity Number (CIN): L85110KA1995PLC019126

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

Phone: +91-80-41379200

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

NOTICE OF POSTAL BALLOT

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

To

The Members of Brigade Enterprises Limited

Notice is hereby given that the resolutions set out below is proposed to be passed by the members of Brigade Enterprises Limited ("**the Company**") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Section 108 and 110 of the Companies Act, 2013 ("**the Act**"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

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

Item No. 1 – As a Special Resolution – Appointment & Redesignation of Ms. Pavitra Shankar (DIN: 08133119) as Managing Director of the Company for a period of Five Years with effect from 12th October, 2022:

Approval under Sections 196, 197 & 203 read with Schedule V of Companies Act, 2013 for Appointment & Redesignation of Ms. Pavitra Shankar (DIN: 08133119), as Managing Director of the Company for a period of Five Years with effect from 12th October, 2022.

Item No. 2 – As a Special Resolution – Appointment & Redesignation of Ms. Nirupa Shankar (DIN: 02750342) as Joint Managing Director of the Company for a period of Five Years with effect from 12th October, 2022:

Approval under Sections 196, 197 & 203 read with Schedule V of Companies Act, 2013 for Appointment & Redesignation of Ms. Nirupa Shankar (DIN: 02750342), as Joint Managing Director of the Company for a period of Five Years with effect from 12th October, 2022.

Item No. 3 – As an Ordinary Resolution – Re-appointment of Mr. Amar Mysore (DIN: 03218587) as Whole-Time Director of the Company for a period of Five Years with effect from 16th May, 2023:

Approval under Sections 196, 197 & 203 read with Schedule V of Companies Act, 2013 for Re-appointment of Mr. Amar Mysore (DIN: 03218587), as Whole-Time Director of the Company for a period of Five Years with effect from 16th May, 2023.

Item No. 4 – As a Special Resolution – Appointment of Mr. Velloor Venkatakrishnan Ranganathan (DIN: 00060917) as an Independent Director of the Company for a period of Five Years with effect from 11th October, 2022:

Approval under Sections 149, 150, 152 read with Schedule IV of Companies Act, 2013 and Regulations 16 (1) and 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Appointment of Mr. Velloor Venkatakrishnan Ranganathan (DIN: 00060917) as an Independent Director of the Company for a period of Five Years with effect from 11th October, 2022.

Item No. 5 – As a Special Resolution – Re-appointment of Mr. Pradeep Kumar Panja (DIN: 03614568) as an Independent Director of the Company for a period of Five Years with effect from 16th May, 2023:

Approval under Sections 149, 150, 152 read with Schedule IV of Companies Act, 2013 and Regulations 16 (1) and 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment of Mr. Pradeep Kumar Panja (DIN: 03614568) as an Independent Director of the Company for a period of Five Years with effect from 16th May, 2023.

Item No. 6 – As a Special Resolution – Re-appointment of Dr. Venkatesh Panchapagesan (DIN: 07942333), as an Independent Director of the Company for a period of Five Years with effect from 16th May, 2023:

Approval under Sections 149, 150, 152 read with Schedule IV of Companies Act, 2013 and Regulations 16 (1) and 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment of Dr. Venkatesh Panchapagesan (DIN: 07942333), as an Independent Director of the Company for a period of Five Years with effect from 16th May, 2023.

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

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Section 108 and Section 110 of the Act read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to offer e-voting facility to its Members to exercise their votes electronically on the Resolutions set forth in the Postal Ballot Notice. The Company has engaged the services of M/s. KFin Technologies Limited ("KFinTech" or "Registrar and Transfer Agent" or "Kfin") to provide the electronic voting (e-voting) facility to enable Members to exercise their votes in a secured manner. In accordance with the MCA Circulars, members can vote only through the remote e-voting process. All Members required to vote through e-voting are requested to follow the procedure recommended by Kfin as detailed in the instructions contained in this Notice.

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

The Scrutinizer will submit his report to the Director as authorised by the Board of Directors of the Company or any person authorised by the Board after completion of the scrutiny of the voting through e-voting. Results of the Postal Ballot will be announced on or before 19th November, 2022. The results of the Postal Ballot will also be displayed at the Registered Office and posted on the Company's website - www.brigadegroup.com as well as on the website of Kfin - www.evoting.kfintech.com besides being communicated to the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLUTIONS FOR POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Item No. 1

Approval for Appointment & Redesignation of Ms. Pavitra Shankar (DIN: 08133119) as Managing Director of the Company for a period of Five Years with effect from 12th October, 2022:

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

“RESOLVED THAT in partial modification of the resolution approved by the Members at the 23rd Annual General Meeting of the Company held on 16th August, 2018 and pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded for the appointment and re-designation of Ms. Pavitra Shankar (DIN: 08133119) who is currently the Executive Director of the Company, as the Managing Director of the Company liable to retire by rotation for a period of Five Years with effect from 12th October, 2022 on a gross remuneration of upto Rs. 80.04 Lakhs per annum the details of which are provided in the explanatory statement attached to the notice and commission as a percentage of net profits based on the performance of the Company.

RESOLVED FURTHER THAT she shall be a Key Managerial Personnel in accordance with the provisions of the Section 203 of the Act.

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

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and subject to the approval of the Nomination & Remuneration Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded for payment of remuneration to Ms. Pavitra Shankar, Managing Director who is part of the Promoter Group of the Company, as per the terms and conditions of her appointment for a period of five years with effect from 12th October, 2022, notwithstanding:

The aggregate annual remuneration of all the Executive Directors belonging to Promoter / Promoter Group including her exceeds 5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 for the tenure of her appointment i.e. from 12th October, 2022 till 11th October, 2027.

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 & 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.”

Item No. 2

Approval for Appointment of Ms. Nirupa Shankar (DIN: 02750342) as Joint Managing Director of the Company for a period of Five Years with effect from 12th October, 2022:

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

“RESOLVED THAT in partial modification of the resolution approved by the Members at the 23rd Annual General Meeting of the Company held on 16th August, 2018 and pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(including any statutory modifications or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded for the appointment and re-designation of Ms. Nirupa Shankar (DIN: 02750342) who is currently the Executive Director of the Company, as Joint Managing Director of the Company liable to retire by rotation for a period of Five Years with effect from 12th October, 2022 on a gross remuneration of upto Rs. 80.04 Lakhs per annum the details of which are provided in the explanatory statement attached to the notice and commission as a percentage of net profits based on the performance of the Company.

RESOLVED FURTHER THAT she shall be a Key Managerial Personnel in accordance with the provisions of the Section 203 of the Act.

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

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and subject to the approval of the Nomination & Remuneration Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded for payment of remuneration to Ms. Nirupa Shankar, Joint Managing Director who is part of the Promoter Group of the Company as per the terms and conditions of her appointment for a period of five years with effect from 12th October, 2022, notwithstanding:

The aggregate annual remuneration of all the Executive Directors belonging to Promoter / Promoter Group including her exceeds 5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 for the tenure of her appointment i.e. from 12th October, 2022 till 11th October, 2027.

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 & 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.”

Item No. 3

Approval for Re-appointment of Mr. Amar Mysore (DIN: 03218587) as Whole-time Director of the Company for a period of Five Years with effect from 16th May, 2023:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded for re-appointment of Mr. Amar Mysore (DIN: 03218587) as Whole-time Director, designated as Executive Director of the Company liable to retire by rotation for a period of Five Years with effect from 16th May, 2023 on a gross remuneration of upto Rs. 80.04 Lakhs per annum the details of which are provided in the explanatory statement attached to the notice and commission as a percentage of net profits based on the performance of the Company.

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 & 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.”

Item No. 4

Approval for Appointment of Mr. Velloor Venkatakrishnan Ranganathan (DIN: 00060917) as an Independent Director of the Company for a period of Five Years with effect from 11th October, 2022:

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

“RESOLVED THAT, pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) there to or re-enactment(s) thereof for the time being in force) and basis the recommendation of Nomination & Remuneration Committee (NRC) and the approval of the Board of Directors of the Company, Mr.Velloor Venkatakrishnan Ranganathan (DIN: 00060917) who was appointed as an Additional Director of the Company with effect from 11th October, 2022 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 commencing from 11th October, 2022.”

Item No. 5

Approval for Re-appointment of Mr. Pradeep Kumar Panja (DIN: 03614568) as an Independent Director of the Company for a period of Five Years with effect from 16th May, 2023:

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

“RESOLVED THAT, pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) there to or re-enactment(s) thereof for the time being in force) and basis the recommendation of Nomination & Remuneration Committee (NRC) and the approval of the Board of Directors of the Company, Mr. Pradeep Kumar Panja (DIN: 03614568) who was appointed as an Independent Director of the Company at the 23rd Annual General Meeting for a term of five consecutive years from 16th May 2018 to 15th May, 2023 and who being eligible for re-appointment as an Independent Director has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby reappointed as an “Independent Director” of the Company for a second term of 5 (five) consecutive years with effect from 16th May, 2023 to 15th May, 2028 , not liable to retirement by rotation.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution.”

Item No. 6

Approval for Re-appointment of Dr. Venkatesh Panchapagesan (DIN: 07942333) as an Independent Director of the Company for a period of Five Years with effect from 16th May, 2023:

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

“RESOLVED THAT, pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and in terms of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) there to or re-enactment(s) thereof for the time being in force) and basis the recommendation of Nomination & Remuneration Committee (NRC) and the approval of the Board of Directors of the Company, Dr. Venkatesh Panchapagesan (DIN: 07942333) who was appointed as an Independent Director of the Company at the 23rd Annual General Meeting for a term of five consecutive years from 16th May 2018 to 15th May, 2023 and who being eligible for re-appointment as an Independent Director has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby reappointed as an “Independent Director” of the Company for a second term of 5 (five) consecutive years with effect from 16th May, 2023 to 15th May, 2028, not liable to retirement by rotation.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution.”

Place : Bangalore
Date : 11th October, 2022

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

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

Registered Office:

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

NOTES

1. Approval of Members of the Company is solicited by passing requisite resolutions through Postal Ballot/ E-Voting for business set out in Item No. 1 to 6 of this Notice.

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

2. Postal Ballot Notice is being sent only by electronic mode to all the Members of the Company, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), (NSDL together with CDSL, the “Depositories”) and as available with the Company as at Friday, 14th October, 2022 (“Cut Off Date”).

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

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

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

3. Resolutions, if approved, by the Members by means of Postal Ballot/ E-Voting is deemed to have been passed at a General Meeting of the Members and the last date of the E-Voting i.e., Friday, 18th November, 2022, shall be the date on which the Resolutions shall be deemed to have been passed, if approved by the requisite majority.

4. Temporary Email Registration

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

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

Process for registration of email addresses is as under:

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

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

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

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

from the email address they wish to register.

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

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

- (b) It is further clarified that for permanent registration of email address, Members are requested to register their email addresses by following due procedure:
 - For electronic holdings: with their concerned Depository Participants; and
 - For physical holdings: with the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited;
- (c) Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/ the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited to enable servicing of notices/ documents/ Annual Reports electronically to their email address.

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

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

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

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

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

All the Members are requested to cast their votes only through remote e-voting as per the procedure provided in Note 9.
7. The Scrutinizer shall submit his Report on the resolutions proposed to be passed through Postal Ballot/ E-Voting to the Director as authorised by the Board of Directors of the Company after completion of the scrutiny.

The result of the voting by Postal Ballot shall be announced on or before Saturday, 19th November, 2022 and shall be communicated to BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) where the equity shares of the Company are listed.

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

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

9. Procedure of E-voting

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

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

- Commencement of e-voting: 9:00 a.m. (IST) on Thursday, 20th October, 2022
- End of e-voting: 5:00 p.m. (IST) on Friday, 18th November, 2022

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

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

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

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

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

Details on Step 1 are mentioned below:

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

Individual Shareholders holding securities in demat mode with NSDL	Individual Shareholders holding securities in demat mode with CDSL
1. Users already registered for IDeAS facility: (i) Visit URL: https://eservices.nsdl.com (ii) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. (iii) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" (iv) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.	1. Users who have opted for Easi/ Easiest (i) Visit URL: https://web.cdslindia.com/myeasi/home/login Or URL: www.cdslindia.com (ii) Click on New System Myeasi (iii) Login with your registered user id and password. (iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. (v) Click on e-Voting service provider name to cast your vote.

2. Users not registered for IDeAS e-Services (i) To register click on link: https://eservices.nsdl.com (ii) Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp (iii) Proceed with completing the required fields. (iv) Follow steps given in point no. 1	2. User not registered for Easi/Easiest (i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration (ii) Proceed with completing the required fields. (iii) Follow the steps given in point no. 1
3. Users may alternatively vote by directly accessing the e-Voting website of NSDL (i) Open URL: https://www.evoting.nsdl.com/ (ii) Click on the icon “Login” which is available under ‘Shareholder/ Member’ section. (iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. (iv) Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e., KFintech. (v) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.	3. Users may alternatively vote by directly accessing the e-Voting website of CDSL (i) Visit URL: www.cdslindia.com (ii) Provide your demat Account Number and PAN No. (iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. (iv) After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e- Voting is in progress.

Important note:

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

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

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

A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7045, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVEN" i.e., "BRIGADE ENTERPRISES LIMITED" and click on "Submit".

(vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

(viii) Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.

(ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as Abstained.

(x) You may then cast your vote by selecting an appropriate option and click on "Submit".

(xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(xii) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF/ JPG format) of certified true copy of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), who is/ are authorized to vote, to the Scrutinizer through email at rajaarthi.cs@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Brigade Enterprises Limited Postal Ballot Even No. 7045."

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

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

In case of any query and/ or grievance, in respect of voting by electronic means, Members may refer to

- the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the 'Download' section of <https://evoting.kfintech.com> OR
- may contact to Mr. Raju S.V, Dy. Vice President/ Mr. Mohan Kumar A, Manager of KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 OR
- Email at einward.ris@kfintech.com or call KFinTech's toll free No. 1-800-309-4001 for any further clarifications.

EXPLANATORY STATEMENT

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

Item No.1:

As part of good corporate governance for splitting the role of Chairman & Managing Director and for succession planning for the next generation leaders, Mr. M. R. Jaishankar (DIN.:00191267), Chairman & Managing Director of the Company will continue as Executive Chairman and step down from the position of Managing Director. These next generation leaders are part of business operations, strategy, planning, marketing and business development for over a decade and have been groomed by him. The Board of Directors of the Company in their meeting held on 11th October, 2022 after the same was considered by the Nomination & Remuneration Committee, accepted the resignation of Mr. M. R. Jaishankar from the position of Managing Director from the closing hours of 11th October, 2022. Mr. M. R. Jaishankar shall continue his role as Whole-time Director and Executive Chairman for his current term, which is upto 31st March, 2027, to mentor the next generation leaders in their new roles.

The Board of Directors in the aforesaid meeting approved the appointment of Mr. Aroon Raman, Independent Director (DIN: 00201205) as Non-Executive Vice Chairman of the Company for the period from 11th October, 2022 to 4th August, 2024. This is based on the recommendation of the Nomination & Remuneration Committee. This is done as a part of good corporate governance.

Ms. Pavitra Shankar has been associated with the group close to a decade and was appointed as a Whole-time Director designated as an Executive Director at the 23rd Annual General Meeting convened on 16th August, 2018 to hold office for a period of five consecutive years from 16th May 2018 to 15th May, 2023. Based on her professional qualification, skills, experience, and performance evaluation carried out by the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on the 11th October, 2022, has approved the appointment of Ms. Pavitra Shankar as Managing Director of the Company with effect from 12th October, 2022 subject to approval of the Shareholders.

An abstract of the terms of appointment are as follows:

1. Duties and Powers

- a) Ms. Pavitra Shankar, Managing Director of the Company shall devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, 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 Managing Director shall discharge the duties laid down under Section 166 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.
- c) She shall duly abide by the Code of Conduct laid down by the Company.

2. Period of Appointment: From 12th October, 2022 to 11th October, 2027.

3. Remuneration

- a) Basic Salary

Basic Salary up to of Rs. 1,78,040/- p.m. (Rupees one lakh seventy eight thousand and forty only), with authority to the Board to fix the salary within the said maximum amount from time to time. The annual increments shall be effective as may be decided by the Board based on the recommendation of the Nomination & Remuneration Committee and will be merit based and take into account the Company's performance.

b) Perquisites

1) In Addition to the salary, Ms. Pavitra Shankar shall be entitled to perquisites such as:

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

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

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

c) Commission

Remuneration by way of up to Rs. 1,00,00,000/- (Rupees one crore only) as Commission, in addition to salary and perquisites, 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 & Remuneration Committee. The exact amount payable will be decided by the Board of Directors based on certain performance criteria and shall be payable only after the Annual Accounts of the Company have been approved by the Board of Directors. 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.

d) Termination:

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

Ms. Pavitra Shankar satisfies all the conditions set out in Part I of Schedule V to the Act as well as conditions set out under Section 196(3) of the Companies Act, 2013 for being eligible for appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Ms. Pavitra Shankar is interested in the resolution set out at Item No. 1 of the Notice. Mr. M. R. Jaishankar, Executive Chairman and Ms. Nirupa Shankar, Joint Managing Director of the Company, being related to Ms. Pavitra Shankar, may be deemed to be interested in the resolution set out at Item No. 1 of the Notice.

The other relatives of Ms. Pavitra Shankar may be deemed to be interested in the resolution set out at Item No. 1 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

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

Item No.2:

Ms. Nirupa Shankar has been associated with the group for more than a decade and was appointed as a Whole-time Director designated as an Executive Director at the 23rd Annual General Meeting convened on 16th August, 2018 to hold office for a period of five consecutive years from 16th May 2018 to 15th May, 2023. Based on her professional qualification, skills, experience, and performance evaluation carried out by the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on the 11th October, 2022, has approved the appointment of Ms. Nirupa Shankar as Joint Managing Director of the Company with effect from 12th October, 2022 subject to approval of the Shareholders.

An abstract of the terms of appointment are as follows:

1. Duties and Powers

- a) Ms. Nirupa Shankar, Joint Managing Director of the Company shall devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, 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 Joint Managing Director shall discharge the duties laid down under Section 166 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.
- c) She shall duly abide by the Code of Conduct laid down by the Company.

2. Period of Appointment: From 12th October, 2022 to 11th October, 2027.

3. Remuneration

a) Basic Salary

Basic Salary up to of Rs. 1,78,040/- p.m. (Rupees one lakh seventy eight thousand and forty only), with authority to the Board to fix the salary within the said maximum amount from time to time. The annual increments shall be effective as may be decided by the Board based on the recommendation of the Nomination & Remuneration Committee and will be merit based and take into account the Company's performance.

b) Perquisites

1) In Addition to the salary, Ms. Nirupa Shankar shall be entitled to perquisites such as:

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

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

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

c) Commission

Remuneration by way of Commission up to Rs. 1,00,00,000/- (Rupees one crore only), in addition to salary and perquisites, 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 & Remuneration Committee. The exact amount payable will be decided by the Board of Directors based on certain performance criteria and shall be payable only after the Annual Accounts of the Company have been approved by the Board of Directors.

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.

d) Termination:

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

Ms. Nirupa Shankar satisfies all the conditions set out in Part I of Schedule V to the Act as well as conditions set out under Section 196(3) of the Companies Act, 2013 for being eligible for appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Ms. Nirupa Shankar is interested in the resolution set out at Item No. 2 of the Notice. Mr. M. R. Jaishankar, Executive Chairman and Ms. Pavitra Shankar, Managing Director of the Company, being related to Ms. Nirupa Shankar, may be deemed to be interested in the resolution set out at Item No. 2 of the Notice.

The other relatives of Ms. Nirupa Shankar may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

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

Item No.3:

Mr. Amar Mysore has been associated with the group for close to 2 decades and was appointed as a Whole-time Director and designated as an Executive Director at the 23rd Annual General Meeting convened on 16th August, 2018 to hold office for a period of five consecutive years from 16th May, 2018 to 15th May, 2023. Based on his skills, expertise, experience, knowledge and positive outcome of performance evaluation during the current term carried out by the Nomination and Remuneration Committee, the Board of

Directors of the Company at their meeting held on 11th October, 2022 and subject to the approval of the members, re-appointed Mr. Amar Mysore (DIN: 03218587) as a Whole-time Director designated as an Executive Director of the Company for a period of 5 years with effect from 16th May, 2023.

An abstract of the terms of appointment are as follows:

1. Duties and Powers

- a) Mr. Amar Mysore, 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 16th May, 2023 to 15th May, 2028.

3. Remuneration

a) Basic Salary

Basic Salary up to of Rs. 1,78,040/- p.m. (Rupees one lakh seventy eight thousand and forty only), with authority to the Board to fix the salary within the said maximum amount from time to time. The annual increments shall be effective as may be decided by the Board based on the recommendation of the Nomination & Remuneration Committee and will be merit based and take into account the Company's performance.

b) Perquisites

1) In addition to salary, Mr. Amar Mysore shall be entitled to perquisites such as:

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

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

2) Company maintained Car with Driver for official and personal use.

3) Telecommunication & Internet facilities at residence

4) Contribution of Provident Fund and Gratuity; The Whole-time Director will be eligible to the benefit of contribution to Provident Fund & Gratuity, based on the policy of the Company.

5) Leave and encashment of unavailed leave as per the rules of the Company.

6) Other Benefits: Such as servant allowance, entertainment expenses etc. as applicable from time to time as per the Company's rules.

c) Commission

Remuneration by way of Commission up to Rs. 1,00,00,000/- (Rupees one crore only), in addition to salary and perquisites, 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 & 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.

d) Termination:

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

Mr. Amar Mysore 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 re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr. Amar Mysore is interested in the resolution set out at Item No. 3 of the Notice.

The other relatives of Mr. Amar Mysore may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

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

Item No.4:

To further strengthen the Board, the Board of Directors of the Company at their meeting held on 11th October, 2022, based on recommendation of the Nomination and Remuneration Committee and subject to the approval of the members, appointed Mr. Velloor Venkatakrishnan Ranganathan (DIN: 00060917) as an Additional Director of the Company for a period of 5 years with effect from 11th October, 2022. In terms of the provisions of Section 161(1) of the Act, Mr. Velloor Venkatakrishnan Ranganathan would hold office up to the date of the ensuing Annual General Meeting.

Further, as per Regulation 17(1)(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) a listed entity shall ensure that the approval of shareholders for appointment of a person as a Director is taken at the next general meeting or within a time period of three months from the date of appointment, whichever being earlier.

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. Velloor Venkatakrishnan Ranganathan for the office of Director of the Company.

Mr. Velloor Venkatakrishnan Ranganathan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence should a Company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 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 Listing Regulation 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. Velloor Venkatakrishnan Ranganathan that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI (LODR) Regulations.

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

The Nomination and Remuneration Committee at its meeting held on 10th October, 2022 on considering Mr. Velloor Venkatakrishnan Ranganathan's expertise in finance sector opined that his association would be immensely beneficial to the Company and recommended his appointment as an Independent Director to the Board. In furtherance to the Committee's recommendation the Board recommends his appointment as an Independent Director for a term of five consecutive years commencing from 11th October, 2022.

The draft letter of appointment of Mr. Velloor Venkatakrishnan Ranganathan, setting out the terms and conditions of re-appointment, shall be available for inspection by the Members electronically. Members seeking to inspect the same can send a request e-mail to investors@brigadegroup.com.

Mr. Velloor Venkatakrishnan Ranganathan 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. Velloor Venkatakrishnan Ranganathan, 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. 4 of the Notice.

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

Item No.5 & 6:

Mr. Pradeep Kumar Panja and Dr. Venkatesh Panchapagesan have been appointed as "Independent Directors" of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, vide resolutions passed by the Members at the 23rd Annual General Meeting of the Company held on 16th August, 2018. In terms of the said resolutions, the term of appointment of Mr. Pradeep Kumar Panja and Dr. Venkatesh Panchapagesan is for a period of 5 (five) years with effect from 16th August, 2018 to 15th May, 2023.

Pursuant to the recommendation of the Nomination and Remuneration Committee made at its Meeting held on 10th October, 2022, the Board of Directors of the Company, at its Meeting held on the 11th October, 2022, has approved re-appointment of Mr. Pradeep Kumar Panja and Dr. Venkatesh Panchapagesan as "Independent Directors" of the Company for a second term of 5 (five) years, i.e., with effect from 16th May, 2023 upto 15th May, 2028, based on their skills, expertise, experience, knowledge and positive outcome of performance evaluation during the current term, subject to approval of the Shareholders.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Mr. Pradeep Kumar Panja and Dr. Venkatesh Panchapagesan fulfill the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and also the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for their re-appointment as "Independent Directors" of the Company for a second term and are independent of the Management.

Further, in the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Pradeep Kumar Panja and Dr. Venkatesh Panchapagesan possess the requisite skills and capabilities required for the role of Independent Directors of the Company, considering their rich qualifications, experience and expertise as mentioned in their Brief Profiles provided hereunder.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Pradeep Kumar Panja and Dr. Venkatesh Panchapagesan will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board of Directors and Committees thereof of which membership is held, as may be approved by the Board of Directors, reimbursement of expenses for participation in the meetings and also commission on annual basis of such sum as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and the Shareholders, subject to the overall limits as specified under the Companies Act, 2013 and the Rules framed thereunder. The details of remuneration paid to Independent Directors shall be disclosed as a part of the Annual Report.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term upto 5 (five) consecutive years on the Board of a Company and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Company has received a declaration from Mr. Pradeep Kumar Panja and Dr. Venkatesh Panchapagesan confirming that they meet the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consents from Mr. Pradeep Kumar Panja and Dr. Venkatesh Panchapagesan to be re-appointed as "Independent Directors" in terms of Section 152 of the Companies Act, 2013 and a declaration that they are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The draft letter of appointment of Mr. Pradeep Kumar Panja and Dr. Venkatesh Panchapagesan, setting out the terms and conditions of re-appointment, shall be available for inspection by the Members electronically. Members seeking to inspect the same can send a request e- mail to investors@brigadegroup.com

Except Mr. Pradeep Kumar Panja and Dr. Venkatesh Panchapagesan, being the appointees, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the Resolutions set out at Item Nos. 5 & 6.

The Board of Directors recommends resolution no. 5 & 6 for your consideration and approval as a special resolution.

Details of the Director seeking Appointment/ Re-appointment

[Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Clause 1.25 of the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, is given hereunder]

Name of the Director	Ms. Pavitra Shankar	Ms. Nirupa Shankar	Mr. Amar Mysore
Date of Birth	1 st August, 1980	31 st October, 1982	21 st June, 1979
Age (in years)	42 years	39 years	43 years
Date of first appointment on the Board	16 th May, 2018	16 th May, 2018	16 th May, 2018
Qualifications	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.	Bachelor's degree in Economics from the University of Virginia and a Master's degree in Management in Hospitality from Cornell University	Master's degree in Engineering from Pennsylvania State University, U.S.A.
Brief Resume of the Director	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1
Nature of expertise in specific functional areas	She has over 18 years of experience in consulting, private equity and real estate development. She has been associated with the Group for close to a decade. She is an Executive Director of the Company from 2018 and is responsible for the Company's residential business strategy and growth, with a focus on sales, Residential business, marketing, finance and customer experience.	She has over 16 years of experience has been with Brigade 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.	He has vast experience of close to 2 decades in supply chain management, manufacturing, the power sector, and real estate.

Name of the Director	Ms. Pavitra Shankar	Ms. Nirupa Shankar	Mr. Amar Mysore	
Inter-se relationship with any other Directors or KMP of the Company	Ms. Pavitra Shankar forms part of Promoter Group and Executive Director of the Company and her relatives on the Board of the Company are as follows:		Nil	
	Name of the Director	Designation		Relationship
	Mr. M R. Jaishankar	Chairman & Managing Director (Executive Chairman w.e.f. 11th October, 2022)		Father
	Ms.Nirupa Shankar	Executive Director (Joint Managing Director w.e.f. 12th October, 2022)		Sister
Inter-se relationship with any other Directors or KMP of the Company	Ms. Nirupa Shankar forms part of the Promoter group and Executive Director of the Company and her relatives on the Board of the Company are as follows:			
	Name of the Director	Designation		Relationship
	Mr. M R. Jaishankar	Chairman & Managing Director (Executive Chairman w.e.f. 11th October, 2022)		Father
	Ms.Pavitra Shankar	Executive Director (Managing Director w.e.f. 12th October, 2022)		Sister
Directorships held in Listed Entities	Brigade Enterprises Limited	Brigade Enterprises Limited	Brigade Enterprises Limited	
Directorships in other Companies	1. Brigade Tetrarch Pvt. Ltd. 2. Mysore Projects Pvt. Ltd. 3. Brigade Estates & Projects Pvt. Ltd. 4. Tetrarch Developers Ltd. 5. Vibrancy Real Estates Pvt. Ltd. 6. Venusta Ventures Pvt. Ltd. 7. Zoiros Projects Pvt. Ltd. 8. BCV Real Estates Pvt. Ltd. 9. Mysore Holdings Pvt. Ltd.	1. Brigade Hospitality Services Ltd. 2. SRP Prosperita Hotel Ventures Ltd. 3. Brigade (Gujarat) Projects Pvt. Ltd. 4. Celebrations Pvt. Ltd. 5. Brigade Infrastructure & Power Pvt. Ltd. 6. Brigade Flexible Office Spaces Pvt. Ltd. 7. Zoiros Projects Pvt. Ltd. 8. WTC Trades & Projects Pvt. Ltd. 9. Brigade Hotel Ventures Ltd. 10.Mysore Holdings Pvt. Ltd.	1. Brigade Hospitality Services Ltd. 2. BCV Developers Pvt. Ltd. 3. Brigade Tetrarch Pvt. Ltd. 4. Brigade Estates & Projects Pvt. Ltd. 5. Brigade Infrastructure & Power Pvt. Ltd. 6. Tetrarch Developers Ltd. 7. Zoiros Projects Pvt. Ltd. 8. BCV Real Estates Pvt. Ltd. 9. Brigade Hotel Ventures Ltd. 10.Augusta Club Private Ltd.	

Name of the Director	Ms. Pavitra Shankar	Ms. Nirupa Shankar	Mr. Amar Mysore
Committee positions held in Board	Brigade Enterprises Ltd 1. Audit Committee-Member 2. Stakeholders' Relationship Committee – Member Brigade Tetrarch Pvt. Ltd. 1. Audit Committee-Chairperson Mysore Projects Pvt. Ltd. 1. Audit Committee-Member Brigade Estates & Projects Pvt. Ltd. 1. Audit Committee-Chairperson 2. Nomination & Remuneration Committee-Chairperson Mysore Holdings Pvt. Ltd. 1. Corporate Social Responsibility Committee – Member	Brigade Enterprises Ltd 1. Corporate Social Responsibility Committee – Member Brigade Infrastructure & Power Pvt. Ltd. 1. Audit Committee-Chairperson 2. Nomination & Remuneration Committee-Member Brigade Hotel Ventures Ltd. 1. Audit Committee-Member 2. Nomination & Remuneration Committee-Member Brigade (Gujarat) Projects Pvt. Ltd. 1. Audit Committee-Member 2. Nomination & Remuneration Committee-Member WTC Trades & Projects Pvt. Ltd. 1. Corporate Social Responsibility Committee – Member Brigade Hospitality Services Ltd. 1. Corporate Social Responsibility Committee – Member SRP Prosperita Hotel Ventures Ltd. 1. Nomination & Remuneration Committee-Member Mysore Holdings Pvt. Ltd. 1. Corporate Social Responsibility Committee – Member	Brigade Enterprises Ltd Risk Management Committee – Member Brigade Infrastructure & Power Pvt. Ltd. 1. Audit Committee-Member 2. Nomination & Remuneration Committee-Chairperson Brigade Hotel Ventures Ltd. 1. Audit Committee-Member 2. Nomination & Remuneration Committee-Member Brigade Estates & Projects Pvt. Ltd. 1. Audit Committee-Member 2. Nomination & Remuneration Committee-Member Brigade Tetrarch Pvt. Ltd. 1. Audit Committee-Member 2. Nomination & Remuneration Committee-Chairperson BCV Developers Pvt. Ltd. 1. Audit Committee-Member 2. Nomination & Remuneration Committee-Member 3. Corporate Social Responsibility Committee – Chairperson

Name of the Director	Ms. Pavitra Shankar	Ms. Nirupa Shankar	Mr. Amar Mysore
No of Equity Shares held in the Company	Nil	1,39,89,937 (6.07%) of Rs. 10 each.	19,40,659 (0.84%) of Rs. 10 each.
No. of Board Meetings attended	Ms. Pavitra Shankar has attended all the 3 Board Meetings held during the financial year 2022-23 till date	Ms. Nirupa Shankar has attended all the 3 Board Meetings held during the financial year 2022-23 till date	Mr. Amar Mysore has attended 2 Board Meetings out of the 3 meetings held during the financial year 2022-23 till date
Remuneration last drawn	Remuneration drawn for the financial year 2021-22 is as follows: Salary & Perquisites- Rs. 0.58 crores Commission- Rs. 1.03 crores Total- Rs. 1.61 crores	Remuneration drawn for the financial year 2021-22 is as follows: Salary & Perquisites - Rs. 0.59 crores Commission- Rs. 1.03 crores Total- Rs. 1.62 crores	Remuneration drawn for the financial year 2021-22 is as follows: Salary & Perquisites - Rs. 0.58 crores Commission- Rs. 1.03 crores Total- Rs. 1.61 crores
Remuneration proposed to be paid	As per the details provided in the resolution and explanatory statement	As per the details provided in the resolution and explanatory statement	As per the details provided in the resolution and explanatory statement
Terms and conditions of appointment/ re-appointment	As per the details provided in the resolution and explanatory statement	As per the details provided in the resolution and explanatory statement	As per the details provided in the resolution and explanatory statement

Name of the Director	Mr. V.V. Ranganathan	Mr. Pradeep Kumar Panja	Dr. Venkatesh Panchapagesan
Date of Birth	15 th December 1952	2 nd October, 1955	1 st October, 1967
Age (in years)	69 years	67 years	55 years
Date of first appointment on the Board	11 th October, 2022	16 th May, 2018	16 th May, 2018
Qualifications	Bachelor's degree in Commerce and a Chartered Accountant (CA)	Masters in Science, (Statistics), from the University of Madras and Certified Associate of Indian Institute of Bankers (CAIIB).	Chartered Accountant, Cost Accountant and is an IIM Kolkatta, Alumni.
Brief Resume of the Director	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1
Nature of expertise in specific functional areas	He is a finance professional with over 40 years of variegated experience in varied field of consulting, manufacturing and pharma industries	He has around four decades of experience in banking with a long association with India's top bank, State Bank of India (SBI), including five years at the Board level. In SBI, he played a key role in handling diverse portfolios including corporate, international, treasury, information technology, retail, and transaction banking. He has exposure to treasury and investment management and served as Head of Treasury, Global Markets Group.	He has over 20 years of experience in academia and the global financial services industry, Entrepreneurship and Real Estate Research Initiative.
Inter-se relationship with any other Directors or KMP of the Company	Nil	Nil	Nil
Directorships held in Listed Entities	1. HIL Ltd 2. Brigade Enterprises Limited	1. Brigade Enterprises Ltd. 2. Shriram Transport Finance Company Ltd. 3. The Karnataka Bank Ltd.	Brigade Enterprises Limited

Name of the Director	Mr. V.V. Ranganathan	Mr. Pradeep Kumar Panja	Dr. Venkatesh Panchapagesan
Directorships in other Companies	1. Center for Examining Financial Reporting and Governance (India) Private Limited	1. TVS Capital Funds Pvt. Ltd. 2. Penna Cement Industries Ltd. 3. Asset Reconstruction Company (India) Ltd. 4. Virescent Infrastructure Investment Manager Pvt. Ltd.	1. IIMB Innovations. 2. Gujarat Student Startup and Innovation Hub.
Committee positions held in Board	HIL Limited: 1. Audit Committee-Chairperson 2. Nomination & Remuneration Committee-Chairperson 3. Stakeholders Relationship Committee – Member 4. Risk Management Committee – Chairperson 5. Corporate Social Responsibility Committee - Member	Brigade Enterprises Ltd: 1. Audit Committee-Chairman 2. Committee of Directors – Member 3. Risk Management Committee – Member Penna Cement Industries Ltd. 1. Audit Committee-Member Shriram Transport Finance Company Ltd. 1. Audit Committee-Member 2. Stakeholders' Relationship Committee – Member Asset Reconstruction Company (India) Ltd. 1. Audit Committee-Member	Brigade Enterprises Ltd: 1. Audit Committee-Member 2. Nomination & Remuneration Committee – Member 3. Stakeholders' Relationship Committee - Chairman
No of Equity Shares held in the Company	Nil	Nil	Nil
Listed entities from which the person has resigned in the past 3 years	1. Indus Towers Ltd.	1. Omax Autos Ltd. 2. Trigyn Technologies Ltd.	Nil
No. of Board Meetings attended	Not Applicable	Mr. Pradeep Kumar Panja has attended all the 3 Board Meetings held during the financial year 2022-23 till date	Dr. Venkatesh Panchapagesan has attended all the 3 Board Meetings held during the financial year 2022-23 till date

Name of the Director	Mr. V.V. Ranganathan	Mr. Pradeep Kumar Panja	Dr. Venkatesh Panchapagesan
Remuneration last drawn	Nil	Remuneration drawn for the financial year 2021-22 is as follows: Sitting fees- Rs. 0.02 crores Commission- Rs. 0.15 crores Total- Rs. 0.17 crores	Remuneration drawn for the financial year 2021-22 is as follows: Sitting fees- Rs. 0.02crores Commission- Rs. 0.15 crores Total - Rs. 0.17crores
Remuneration proposed to be paid	As per the details provided in the resolution and explanatory statement	As per the details provided in the resolution and explanatory statement	As per the details provided in the resolution and explanatory statement
Terms and conditions of appointment/ re-appointment	As per the details provided in the resolution and explanatory statement	As per the details provided in the resolution and explanatory statement	As per the details provided in the resolution and explanatory statement
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements (In case of independent directors)	1. Finance 2. Leadership 3. Industrial Development His 4 decades of variegated experience in varied field of consulting, manufacturing and pharma industries will enable him to discharge his role as independent director in a efficient and effective manner	1. Finance 2. Leadership 3. Sales & Marketing 4. Technology His four decades of experience in banking, treasury, information technology, retail, and transaction banking will enable him to discharge his role as independent director in a efficient and effective manner	1. Finance 2. Leadership 3. Real Estate 4. Technology His 2 decades of experience in academia and the global financial services industry, Entrepreneurship and Real Estate Research Initiative will enable him to discharge his role as independent director in a efficient and effective manner

Annexure 1:

Brief Resume of the Director

1. Ms. Pavitra Shankar:

Ms. Pavitra Shankar has over 18 years of experience in consulting, private equity and real estate development.

She has been associated with Group close to a decade. She is an Executive Director of the Company from 2018 and is responsible for the Company's residential business strategy and growth, with a focus on sales, Residential business, marketing, finance and customer experience.

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.

She has been honoured by Realty Plus - 40 under 40 for her achievements in the Industry.

2. Ms. Nirupa Shankar:

Nirupa Shankar has over 16 years of experience has been with Brigade 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.

She had previously worked as a Senior Business Analyst with Ernst & Young LLP in New York, Washington DC, and North Carolina. 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.

The Awards/ Recognitions bestowed on Ms. Nirupa Shankar:

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.

Nirupa is a two time TEDx speaker.

3. Mr. Amar Mysore

Mr. Amar Mysore holds a Master's degree in Engineering from Pennsylvania State University, U.S.A., and has vast experience of close to two decades in supply chain management, manufacturing, the power sector, and real estate. He has been instrumental in tying up green power for our commercial, retail and hotel properties. Amar Mysore is actively leading our charge towards the adoption and implementation of technology to increase efficiencies in our various business processes. He takes care of the business development function for the group.

4. Mr. V.V. Ranganathan:

Mr. Velloor Venkatakrishnan Ranganathan is a finance professional with over 40 years of variegated experience in India and overseas. He graduated in commerce in 1973 with a Gold Medal and qualified as a CA and admitted as a member of other professional bodies while serving professional services firms.

He is currently a member of The International Council for Commercial Arbitration based in The Hague, Netherlands.

He was a Senior Partner with one of the big four global firms. He served EY in India during its crucial growth phase for ten years in various capacities including that of Country Leader for Strategic Growth Markets and Country Head for Quality & Risk Management for the firm.

He is currently an independent director and Chairman of the Audit Committee and Nomination & Remuneration Committee of HIL Limited, a listed company with over twenty manufacturing facilities across India, Germany, and Austria.

He is a long standing member of a Conciliation Committee of Independent Experts – CCIE - constituted to resolve large commercial disputes between the National Highways Authority of India (NHAI) and its concessionaires as well as for the Ministry of Road Transport & Highways.

He is a Member of the Governing Board of Bharti Foundation (Airtel) a professionally managed not-for-profit enterprise that runs hundreds of schools in rural India as well provide support to the over forty Army Goodwill Schools which are managed by the Indian Army.

He is a Member of Advisory Council of Bharti Institute of Public Policy at Indian School of Business (ISB) Mohali Campus, one of India's eminent public policy thinktanks'

He is a recipient of the prestigious Sankara Ratna Award awarded by the globally recognised Charitable Eye Hospital- Sankara Nethralaya in Chennai. He is a published author of three well acclaimed books and writes for national dailies.

5. Mr. Pradeep Kumar Panja:

Mr. Pradeep Kumar Panja has around four decades of experience in banking with a long association with India's top bank, State Bank of India (SBI), including five years at the Board level. In SBI, he played a key role in handling diverse portfolios including corporate, international, treasury, information technology, retail, and transaction banking. He has exposure to treasury and investment management and served as Head of Treasury, Global Markets Group. He holds a Master of Science (Statistics) degree from the University of Madras and is a Certified Associate of the Indian Institute of Bankers (CAIIB).

6. Dr. Venkatesh Panchapagesan

Dr. Venkatesh Panchapagesan works as an Associate Professor of Finance and heads the N.S. Raghavan Centre for Entrepreneurial Learning as well as the Real Estate Research Initiative at the IIM Bangalore. With more than 20 years of experience in academia and the global financial services industry, he was India's sole academic representative on the advisory committee for World Economic Forum's Initiative on Real Estate. Before joining IIM Bangalore in September 2011, he was associated with the world's largest hedge fund, Bridgewater Associates, where he was the global currency trading strategist even as he led efforts to revamp trading and research analytical infrastructure. He has also worked with Goldman Sachs Asset Management in New York between 2005 and 2008 overseeing trading research for their quantitative hedge funds. Venkatesh Panchapagesan is a Chartered Accountant, Cost Accountant and an IIM Kolkata alumnus.

Place : Bangalore
Date : 11th October, 2022

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

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

Registered Office:

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