BRIGADE

**BRIGADE ENTERPRISES LIMITED**

Corporate Identity Number (CIN): L85110KA1995PLC019126
Registered Office: 29th & 30th Floors, World Trade Center
Brigade Gateway Campus, 26/1, Dr. Rajkumar Road
Malleshwaram-Rajajinagar, Bengaluru - 560 055, India

+91 80 4137 9200
enquiry@brigadegroup.com
www.brigadegroup.com

Ref: BEL/NSEBSE/AGMN/21072026 July 21, 2026

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 Thirty First Annual General Meeting of the Company:**

This is to inform you that **Thirty First Annual General Meeting (AGM)** of the Company is scheduled on **Thursday, August 13, 2026** at 11:00 a.m. at Sheraton Grand Hotel, 26/1, Dr Rajkumar Road, Malleswaram, Rajajinagar, Bangalore – 560055, Karnataka, India.

We are enclosing herewith the Notice of the Thirty First Annual General Meeting of the Company. The said Notice also forms part of the Integrated Annual Report of the Company for the financial year 2025-26.

The remote e-voting period commences from Sunday, August 9, 2026 (9.00 a.m. IST) and ends on Wednesday, August 12, 2026 (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., Wednesday, August 5, 2026 may cast their votes electronically. The voting rights of the Members shall be in proportion to their shareholding in the Company as on Wednesday, August 5, 2026 (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/investor-information/notice-of-general-meetings-postal-ballot 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**

Om Prakash Palanimuthu
Digitally signed by Om Prakash Palanimuthu
Date: 2026.07.22 00:44:36 +05'30'

**P. Om Prakash**
**Company Secretary & Compliance Officer**

Encl.: a/a

# NOTICE

Notice is hereby given that the **THIRTY-FIRST ANNUAL GENERAL MEETING (AGM) of the Members of BRIGADE ENTERPRISES LIMITED** will be held on Thursday, August 13, 2026 at 11:00 a.m. at Sheraton Grand Hotel, 26/1, Dr Rajkumar Road, Malleswaram, Rajajinagar, Bangalore – 560055, Karnataka, India 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, 2026, including the Audited Balance Sheet as at March 31, 2026 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, 2026, the statement of Profit and Loss, the Cash Flow Statement for the financial 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, 2026, 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 2025-2026:

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) (20%) of ₹10/- each fully paid up be and is hereby declared and paid out of the profits for the financial year 2025-2026."

### 3. To appoint a Director in place of Mr. Pradyumna Krishna Kumar (DIN: 07870840) 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. Pradyumna Krishna Kumar (DIN: 07870840) 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 Ms. Pavitra Shankar (DIN: 08133119) who retires by rotation and being eligible, offers herself 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), Ms. Pavitra Shankar (DIN: 08133119), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

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

## SPECIAL BUSINESS

### 5. Enhancing the borrowing powers of the board and authorisation to the board under section 180(1)(c) of the Companies Act, 2013:

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

**"RESOLVED THAT** in supersession of the earlier resolutions passed by the members of the Company at the Twenty Third Annual General Meeting held on August 16, 2018, and in terms of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as "the Board") for borrowing from time to time up to ₹100,000,000,000/- (Rupees ten thousand crores only), in one or more tranches from banks, financial institutions and other lending institutions in India or abroad or persons, firms, bodies corporate, issue of Non-Convertible Debentures/Fully Convertible Debentures/ Partly Convertible Debentures with or without detachable or non-detachable warrants or warrants of any other kind, bonds, external commercial borrowings or other debt instruments, or otherwise and with or without security and upon such terms and conditions as may be considered suitable by the Board, any sum or sums of monies which together with the monies already borrowed by the Company, if any (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), notwithstanding that the same be in excess of the aggregate of paid-up share capital of the Company and its free reserves, whichever is higher and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to sign and execute the necessary documents, deeds and writings and do all acts, deeds and things as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to negotiate with the lending entities and to finalize and execute the documents and deeds as may be applicable for creating the appropriate mortgages and/or charges within the limits specified above on such of the immoveable and/or moveable properties of the Company & on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard."

### 6. Approval for creation of charge/lien over the assets of the Company under section 180(1)(a) of the Companies Act, 2013:

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

**"RESOLVED THAT** in supersession of the earlier resolutions passed by the members of the Company at the Twenty Third Annual General Meeting held on August 16, 2018 and in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the approval of the members be and is hereby accorded to the Board of Directors for creation of mortgage, charge, hypothecation, lien and other encumbrances, if any, as the Board may deem fit, on the assets of the Company, both present and future, for securing the sum or sums of moneys aggregating to ₹100,000,000,000/- (Rupees ten thousand crores only) borrowed by the Company from Banks, Financial Institutions and others.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to finalise and execute the necessary agreements including Hypothecation Agreement, Memorandum of Entry, Deeds of Debenture, Debenture Trust Deeds, Promissory Notes, Deposit Receipts and other deeds or documents for creating the aforesaid mortgage, charge and/ or hypothecation and other encumbrances, if any, by the Company and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

### 7. Approval for the issuance of Non-Convertible Debentures (NCDs) on Private Placement basis of upto ₹1500 Crores:

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 Section 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (**'Act'**) read with the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014, including any amendment, modification or variation thereof for the time being in force, applicable provisions of the Securities Contracts (Regulation) Act, 1956, the Foreign Exchange Management Act, 1999 and subject to all other applicable regulation(s), rule(s), notification(s), circulars and guidelines prescribed by the Securities and Exchange Board of India (**'SEBI'**), as amended, including the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to the applicable regulations, rules, notifications, circulars and guidelines prescribed by the Reserve Bank of India (**'RBI'**), BSE Limited and National Stock Exchange of India Limited (**'Stock Exchanges'**), the Ministry of Corporate Affairs (**'MCA'**), the Memorandum of Association and the Articles of Association of the Company, and subject to such approvals, consents, permissions, and sanctions as may be required from the government of India, SEBI, RBI, the Stock Exchanges or any regulatory or statutory authority as may be required (the 'Appropriate Authority') and subject to such conditions and /or modifications as may be prescribed or imposed by the appropriate authority while granting such approvals, consents, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee(s) constituted by the Board to exercise its powers including the powers conferred by the resolution), subject to the total borrowings of the Company not exceeding the borrowings powers approved the members from time to time under section 180(1)(c) of the Act, the consent of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to create, offer, invite for subscription, issue and allot, from time to time, in one or more tranches and/or series, whether secured or unsecured, cumulative or non-cumulative, listed or unlisted, rated, taxable, redeemable Non-Convertible Debentures

(**NCDs**) including but not limited to bonds and/or other debt securities, denominated in Indian rupees or any foreign currency, aggregating to an amount not exceeding ₹15,000,000,000 (Rupees one thousand and five hundred crores Only) or its equivalent in one or more currencies, at par or at premium or at a discount, either at issue or at redemption, on a private placement basis, during the period of one year from the date of this General Meeting or such other period as may be permitted under the Act and other applicable laws, as the Board in its absolute discretion deems fit and on such terms and conditions as may be decided by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised on behalf of the Company to determine the terms of issue including the class of investors to whom the NCDs are to be issued, time, the number of NCDs, tranches, issue price, tenor, interest rate, premium/discount and to do all such acts, deeds, matters and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/documents/undertaking/papers/writing, as may be required in this regard and to resolve and settle all questions and difficulties that may arise at any stage from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution herein to any committee of directors or any director(s) of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the issue and settle any questions or difficulties that may arise in this regard to the issue and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company."

## 8. Approval of 'Brigade Employee Stock Option Plan 2026' and grant of Employee Stock Options to the Employees of the Company under the Plan:

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

**"RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules 2014 and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "Regulations") or any statutory modification(s) or re-enactment of the Act, the Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 where the securities of the Company are listed and subject to any applicable approval(s), permission(s) and sanction(s) as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the approval and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include the Nomination & Remuneration Committee or any other Committee of the Board), to introduce and implement 'Brigade Employee Stock Option Plan 2026' ('Brigade ESOP' or 'the Scheme' or 'the Plan'), and to grant, offer, issue and allot in one or more tranches at any time or to the benefit of such employees of the Company (excluding an employee who is promoter or a person belonging to the promoter group) and Directors of the Company (Executive Directors and Non-Executive Directors but excluding Independent Directors, Promoters/Promoter Group Directors) and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the company who may or may not be Members of the Company, be decided by the Board, Options under Brigade ESOP exercisable or convertible into equity shares (hereinafter referred to as 'the securities') of the Company not exceeding in the aggregate 3,000,000 (thirty lakhs) equity shares of ₹10/- each of the Company (or such other adjusted number of shares for any bonus, consolidation or other re-organisation of the capital structure of the Company as may be applicable from time to time), at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and Regulations or any other applicable provisions as may be prevailing at that time.

**RESOLVED FURTHER THAT,**

a) the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the scheme on such terms and conditions as contained in the Explanatory Statement to this Notice and to make any modification(s), change(s), variation(s), alteration(s), or revision(s) in the terms and conditions of the Scheme from time to time including but not limited to amendments with respect to vesting period/schedule, exercise price/period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme;

b) the securities shall be allotted in accordance with the scheme directly to the employees and directors;

c) any new equity shares to be issued and allotted upon exercise of options from time to time under Brigade ESOP shall rank *pari passu inter-se* in all respects with the existing equity shares of the Company;

d) for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

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

**9. Approval to grant stock options to the Employees of the Company's subsidiaries/ associate companies/Joint Ventures under the 'Brigade Employee Stock Option Plan 2026':**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules 2014 and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "Regulations") or any statutory modification(s) or re-enactment of the Act, the Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 where the securities of the Company are listed and subject to any applicable approval(s), permission(s) and sanction(s) as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the approval and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include the Nomination & Remuneration Committee or any other Committee of the Board), to introduce and implement a 'Brigade Employee Stock Option Plan 2026' ('Brigade ESOP' or 'the Scheme' or 'the Plan'), and to grant, offer, issue and allot in one or more tranches at any time or to the benefit of the employees of subsidiaries/ associate Companies/ Joint Ventures and Directors of subsidiaries / associate companies/ Joint Ventures (other than employee who is promoter or person belonging to the promoter group, independent directors of the company and directors holding directly or indirectly more than 10% of the outstanding equity shares of the company who may or may not be members of the Company), as may be decided by the Board, Options under Brigade ESOP exercisable or convertible into equity shares (hereinafter referred to as 'the securities') of the Company not exceeding in aggregate 3,000,000 (thirty lakhs) equity shares of ₹10/- each of the Company (or such other adjusted number of shares for any bonus, consolidation or other re-organisation of the capital structure of the Company as may be applicable from time to time), at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and Regulations or any other applicable provisions as may be prevailing at that time.

**RESOLVED FURTHER THAT,**

a) the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the scheme on such terms and conditions as contained in the Explanatory Statement to this Notice and to make any modification(s), change(s), variation(s), alteration(s), or revision(s) in the terms and conditions of the Scheme from time to time including but not limited to amendments with respect to vesting period/schedule, exercise price/period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme;

b) the securities shall be allotted in accordance with the scheme directly to the employees and directors;

c) any new equity shares to be issued and allotted upon exercise of options from time to time under Brigade ESOP shall rank *pari passu inter-se* in all respects with the then existing equity shares of the Company;

d) for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

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

**10. Ratification of remuneration payable to M/s. Murthy & Co. LLP, Cost Accountants, Cost Auditors for the financial year 2025-2026:**

To consider, and if thought fit, to pass 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), the Company hereby ratifies the remuneration of ₹145,000/- (Rupees one lakh forty 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 2025-2026 (i.e., April 1, 2025 to March 31, 2026).

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

Place : Bengaluru
Date : July 17, 2026

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

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

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

## 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 No. 5 to 9 to be transacted at the 31st Annual General Meeting (AGM) is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member. The proxy-holder shall prove his identity at the time of attending the meeting.

3. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this Report. Proxies submitted on behalf of corporates, limited liability partnerships, societies etc., must be supported by an appropriate resolution/ authority, as applicable.

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

5. Members / Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

6. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

8. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

9. Additional information pursuant to Regulation 36 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 in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting is furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment/ re-appointment.

10. The certificate received from the Secretarial Auditors of the company certifying that the Brigade Employee Stock Option Plan 2017 and Brigade Employee Stock Option Plan are being implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection by the members at the Annual General Meeting.

11. The Company has fixed Wednesday, August 5, 2026 as Record Date for determining the members eligible for Dividend on Equity Shares, if declared at the Annual General Meeting.

12. Subject to the 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 Monday, August 31, 2026 to those members who names appear in the Register of Members on the Record Date.

13. The Company have appointed CS Biswajit Ghosh (Membership No. FCS 8750) or in his absence CS Pramod S M (Membership No. F7834), Partners of M/s. BMP & Co., LLP), who in the opinion of the Board is a duly qualified firm, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of two (2) working days from the date of conclusion of e-voting period, submit his report of the votes cast in favour or against, if any, to the Chairman of the Company or any other person as maybe authorised by the Chaiman. The result of the same will be disclosed at the Annual General Meeting proceedings. The e-voting results will also be uploaded on the website of the Company www.brigadegroup.com

14. Members are requested to send all communications relating to Shares including dividend matters to our Registrar and Share Transfer Agents at the following address:

    KFin Technologies 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: einward.ris@kfintech.com

15. Dividend

    Members may note that the Board of Directors in their meeting held on May 6, 2026 has recommended a final dividend of ₹2.00/- (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 Monday, August 31, 2026 to those Members whose names appear in the Register of Members on the Record Date.

The Company has fixed Wednesday, August 5, 2026 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, 2025, (the 'IT Act'), mandates that dividend paid or distributed by a company 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, 2025.

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 2026-2027 does not exceed ₹10,000/- and also in cases where members provide Form 121 subject to conditions specified in the IT Act.

Members seeking non-deduction of tax on their dividends may submit Form 121 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 121 for seeking exemption is available in the link https://ris.kfintech.com/form15/ PAN is mandatory for members providing Form 121 or any other document.

The required documents to be uploaded on the portal on or before August 5, 2026.

Members are requested to convert physical shareholding, if any, to electronic mode pursuant to notification dated September 10, 2018 issued by Ministry of Corporate Affairs (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.

16. 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.

17. Updation of KYC:

    SEBI vide its circular dated March 16, 2023 and November 17, 2023 has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar. Members holding Shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding Shares in physical form shall submit their PAN details to the Registrar & Transfer Agents / Company.

    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:<br>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;<br>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;<br>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/isrforms.aspx

18. 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.

    Further, in terms of Regulation 36 (1) (b) of the SEBI Listing Regulations, a letter containing the web link and path to access the Company's Annual Report is being sent to members who have not registered their email addresses with the Company, Depositories, RTA.

    Effective 1st April, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Contact Details (iii) Mobile Number (iv) Bank Account Details and (v) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios.

19. 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.

20. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.brigadegroup.com. The Notice can also be accessed from the 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 and the AGM Notice is also available on the website of KFin Technologies Limited (agency for providing the Remote e-Voting facility) i.e. https://evoting.kfintech.com.

21. 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 Sunday, August 9, 2026 from 9.00 a.m. to Wednesday, August 12, 2026 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 Wednesday, August 5, 2026 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.

## 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:

**A) 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. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br><br>**Users already registered for IDeAS facility:**<br>i. Visit URL: https://eservices.nsdl.com<br>ii. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.<br>iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" under 'Value Added Services'.<br>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**<br>(i) Visit URL: www.cdslindia.com and click on login icon & New System Myeasi Tab.<br>(ii) Login with your registered user id and password.<br>(iii) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.<br>(iv) Click on e-Voting service provider name to cast your vote. |

| Individual Shareholders holding securities in demat Mode with NSDL | Individual Shareholders holding securities in demat Mode with CDSL |
|---|---|
| **2. Users not registered for IDeAS e-Services**<br>(i) To register click on link: https://eservices.nsdl.com<br>(ii) Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>(iii) Proceed with completing the required fields.<br>(iv) Follow steps given in point no. 1 | **2. User not registered for Easi/Easiest**<br>(i) Option to register is available at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br>(ii) Proceed with completing the required fields.<br>(iii) Follow the steps given in point no. 1 |
| **3. Users may alternatively vote by directly accessing the e-voting website of NSDL**<br>(i) Open URL: https://www.evoting.nsdl.com/<br>(ii) Click on the icon "Login" which is available under 'Shareholder/Member' section.<br>(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.<br>(iv) 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.<br>(iv) 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**<br>(i) Visit URL: www.cdslindia.com<br>(ii) Provide your demat Account Number and PAN No.<br>(iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.<br>(iv) After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e-Voting is in progress. |
| **4. NSDL Mobile App**<br>(i) Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code for seamless voting experience.<br>NSDL Mobile App is available on<br>App Store    Google Play | |

**B. Individual members login through their demat accounts / Website of Depository Participant(s)**

1. Instructions for login through Demat Account / website of Depository Participant

   i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.

   ii. Once logged-in, members will be able to view e-voting option.

   iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.

   iv. Click on options available against Company name or KFintech.

   v. Members will be redirected to e-voting website of KFintech for casting their 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 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 no.:022-48867000 |
| Securities held with CDSL | Members facing any technical issue in login can 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:

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) 9930, 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 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 einward.ris@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Brigade Enterprises Limited - AGM Even No. 9930"

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:

i. Members holding shares in electronic form and have not registered / updated their e-mail addresses may send the request with the relevant Depository Participant.

ii. Members holding shares in physical form and have not registered / updated their e-mail addresses may send the request with the Registrar Transfer Agent (**RTA**) of the Company i.e. KFin Technologies Limited. Detail procedure is given in note C.

C) Procedure for Registration of email and Mobile: securities in physical mode

Pursuant to SEBI circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

(i) ISR 1 Form can be obtained by following the Link:

https://ris.kfintech.com/clientservices/isc/isrforms.aspx

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; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

| Name | KFin Technologies Limited |
|---|---|
| Address | Selenium Building, Tower-B,<br>Plot No 31 & 32, Financial District,<br>Nanakramguda, Serilingampally,<br>Hyderabad, Rangareddy,<br>Telangana India - 500 032 |

c) Through electronic mode with e-sign by following the link:

https://ris.kfintech.com/clientservices/isc/isrforms.aspx

Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

D) Method for obtaining user id and password for members who have forgotten the User ID and password-

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 (EVEN) + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL:
MYEPWD<SPACE>IN12345612345678

Example for CDSL:
MYEPWD<SPACE>1402345612345678

Example for Physical:
MYEPWD<SPACE> XXXX1234567890

ii) If email ID 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.

iii) Members may send an email request to einward.ris@kfintech.com. If the member is already registered with the KFintech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.

iv) Members may call KFintech toll free number **1-800-309-4001** for any clarifications / assistance that may be required.

**In case of any query on e-voting, members may refer** the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of: https://evoting.kfintech.com/public/Faq.aspx or contact KFintech as per the details given: Mr. Sashidhar Mannava, Vice President, KFin Technologies Limited (unit : Brigade Enterprises Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, Toll-free Nos.: 1800-309-4001 or E-mail: einward.ris@kfintech.com.

E) Facility for voting (through electronic means and by Poll):

The Members who have not cast their vote(s) through remote e-voting can exercise their voting rights at the AGM. The facility for voting by instapoll shall also be made available at the AGM and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM. The members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.

## BRIGADE ENTERPRISES LIMITED

**CIN: L85110KA1995PLC019126**

**Registered office: 29th & 30th Floor, World Trade Center, 26/1 Brigade Gateway Campus, Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bengaluru – 560 055**

**31st Annual General Meeting – Thursday, August 13, 2026**

## ATTENDANCE SLIP

| | | |
|---|---|---|
| Name and Registered Address of the Shareholder | : | Serial No. : |
| Name(s) of the Joint Shareholder(s) if any | : | |
| Registered Folio No. / DP ID No. & Client ID | : | |
| Number of Shares held | : | |
| Name of the Proxy / Representative, if any | ; | |
| Signature of Member(s) / Proxy | : | |
| Signature of the Representative | : | |

I hereby record my presence at the 31st Annual General Meeting of the Company held on Thursday, August 13, 2026 at 11:00 a.m.at Sheraton Grand Hotel, 26/1, Dr Rajkumar Road, Malleswaram, Rajajinagar, Bangalore – 560055, Karnataka, India.

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

## FOR ATTENTION OF THE SHAREHOLDER

Shareholders may please note the **User id and Password** given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014. Detailed instructions for e-voting are given in the notes to the AGM Notice.

## ELECTRONIC VOTING PARTICULARS

| EVEN (E-Voting Event Number) | USER ID | PASSWORD/PIN |
|---|---|---|
| | | |

**Note:** Please fill up attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring the copies of the Annual Report to the AGM.

# FORM NO. MGT-11

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

## BRIGADE ENTERPRISES LIMITED

**CIN: L85110KA1995PLC019126**

**Registered office: 29th & 30th Floor, World Trade Center, 26/1 Brigade Gateway Campus, Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bengaluru – 560 055**

**31st Annual General Meeting - Thursday, August 13, 2026**

| **Name of the member(s):** | **e-mail Id:** |
|---|---|
| | Folio No/ Client Id: |
| Registered address: | DP Id: |
| | |

I/We, being the member(s) of ................................................. Shares of Brigade Enterprises Limited, hereby appoint:

1. Name : ..............................................................................................................................

   Address : ..............................................................................................................................

   E-mail ID : ..............................................................................................................................

   Signature : .............................................................................................................................., or failing him

2. Name : ..............................................................................................................................

   Address : ..............................................................................................................................

   E-mail ID : ..............................................................................................................................

   Signature : .............................................................................................................................., or failing him

3. Name : ..............................................................................................................................

   Address : ..............................................................................................................................

   E-mail ID : ..............................................................................................................................

   Signature : .............................................................................................................................., or failing him and whose signature(s) are appended above as my/our proxy to attend and vote(on poll) for me/us and on /our behalf at the 31st Annual General Meeting of the Company, to be held on Thursday, August 13, 2026 at 11:00 a.m. at Sheraton Grand Hotel, 26/1, Dr Rajkumar Road, Malleswaram, Rajajinagar, Bangalore – 560055, Karnataka, India and at any adjournment thereof in respect of such resolutions as follows:

| Resolution Number | Resolutions | Vote (PLEASE MARK (√) AND NO. OF SHARES) | |
|---|---|---|---|
| | | For | Against |
| **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, 2026, including the Audited Balance Sheet as at March 31, 2026 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 | | |
| **2.** | To declare Final Dividend for the financial year 2025-2026 | | |
| **3.** | To appoint a Director in place of Mr. Pradyumna Krishna Kumar (DIN: 07870840) who retires by rotation and being eligible, offers himself for re-appointment | | |
| **4.** | To appoint a Director in place of Ms. Pavitra Shankar (DIN: 08133119) who retires by rotation and being eligible, offers herself for re-appointment | | |
| **Special Business** | | | |
| **5.** | Enhancing the borrowing powers of the board and authorisation to the board under section 180(1)(c) of the Companies Act, 2013 | | |
| **6.** | Approval for creation of charge/lien over the assets of the Company under section 180(1)(a) of the Companies Act, 2013 | | |
| **7.** | Approval for the issuance of Non-Convertible Debentures (NCDs) on Private Placement basis of upto ₹1500 Crores | | |
| **8.** | Approval of 'Brigade Employee Stock Option Plan 2026' and grant of Employee Stock Options to the Employees of the Company under the Plan | | |
| **9.** | Approval to grant stock options to the Employees of the Company's subsidiaries/associate companies/Joint Ventures under the 'Brigade Employee Stock Option Plan 2026' | | |
| **10.** | Ratification of remuneration payable to M/s. Murthy & Co. LLP, Cost Accountants, Cost Auditors for the financial year 2025-2026 | | |

Signed this ______________

Signature of member

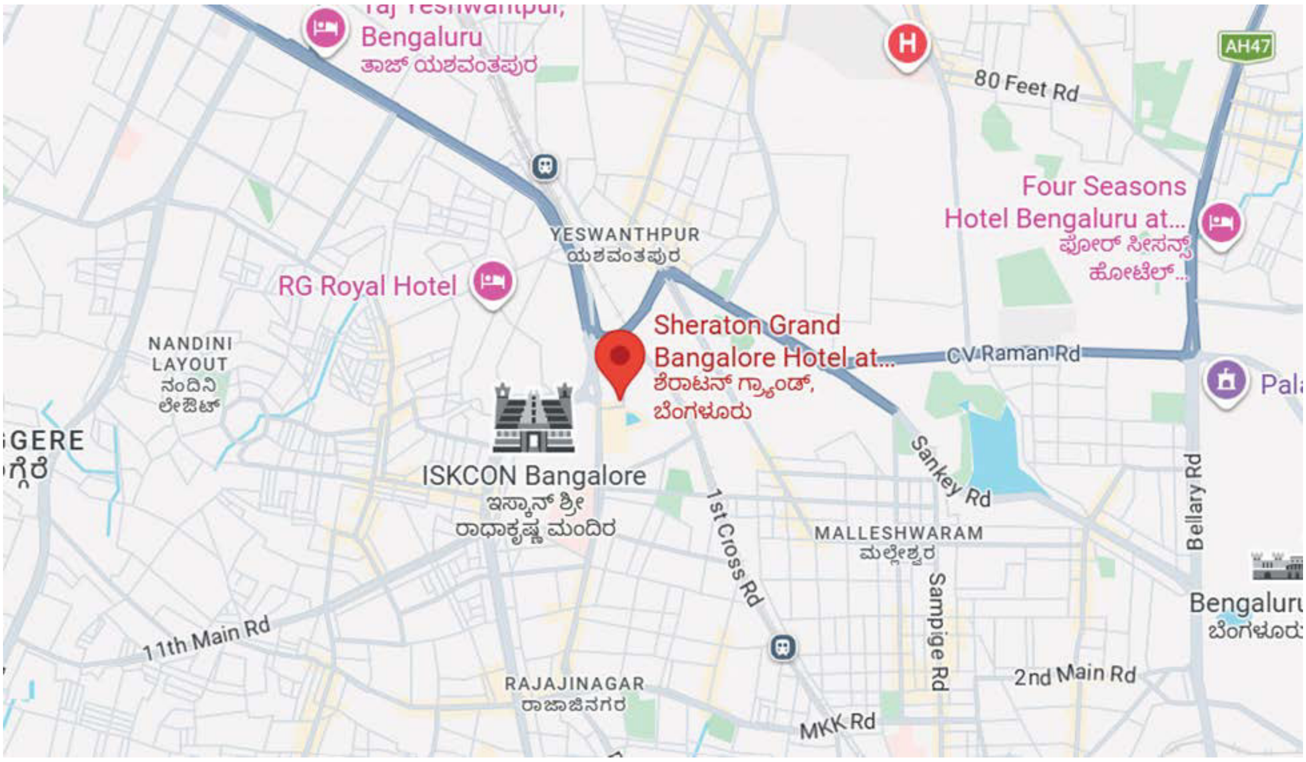
Affix
Revenue
Stamp

| Signature of 1st proxy holder | Signature of 2nd Proxy holder | Signature of 3rd Proxy holder |
|---|---|---|

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

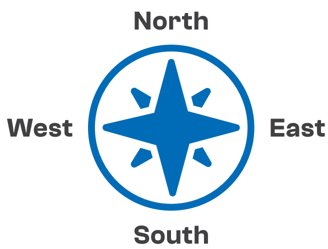
## Route Map to the AGM Venue

Venue: Sheraton Grand Hotel, 26/1, Dr Rajkumar Road, Malleswaram, Rajajinagar, Bangalore – 560055, Karnataka, India




Landmark: World Trade Center, Brigade Gateway Campus

For queries, contact us : +91 80 4137 9200 / investors@brigadegroup.com



# 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}

## Special Business

### Item No. 5 & 6:

The Company has borrowing powers of upto ₹50,000,000,000/- (Rupees five thousand crores only) approved by the members under Section 180 of the Companies Act, 2013 at the Twenty Third Annual General Meeting of the Company held on August 16, 2018. As on March 31, 2026 the total borrowing of the Company is Rs. 3007 crores out of which Rs. 2436 crores is towards lease rental discounting (LRD) loans through securitization of rent receivables. Further the Company will require capital infusion in the form of equity as well as debt (including Non-Convertible Debentures as a Large Corporate) for expansion and growth plans. There is a pipeline of over 57 million square feet of land bank area to be developed in the coming years. In addition, the Company would also look to replenish the land bank as its launches get done, which will translate to annual land bank addition equivalent to 15 mn sqft of developable area. To enable these, the Company is proposing to increase the borrowing powers from the existing ₹50,000,000,000/- (Rupees five thousand crores only) up to ₹100,000,000,000/- (Rupees ten thousand crores only) in excess of the aggregate of the paid up share capital and free reserves of the Company, pursuant to the provisions of the Companies Act, 2013 and authorising the Board to borrow up to such limits from time to time. The Company's revised borrowing powers to Net Worth as of March 31, 2026 will be 1.58 times.

The authorization of the members is further sought for creating mortgages and/ or charges on the moveable/ immovable properties of the Company within the limits of ₹100,000,000,000/- (Rupees ten thousand crores only) for the borrowing to be made in accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013.

The resolution proposed under Item No. 5 & 6 is to obtain the members approval through a Special Resolution pursuant to the provisions of Section 180 (1)(c) & 180 (1)(a) of the Companies Act, 2013.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are interested, financial or otherwise, if any in the Resolution No. 5 & 6 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

The Directors recommend the Resolution No. 5 & 6 of the Notice for consent and approval by the members as **Special Resolutions.**

### Item 7:

In terms of the circular issued by SEBI on October 19, 2023, all Large Corporates (i.e., listed entities with long-term borrowing of ₹1,000 Crores or more and credit rating of AA/AA+/AAA and above) are stipulated to fund atleast 25% of their qualified borrowings during each financial year through issue of debt securities. The Company during the current financial year the Company has become a Large Corporate as the credit rating for the long term borrowings is AA (Stable) by ICRA. Consequently, the Company should raise not less than 25% of the qualified borrowings by way of issuance of debt securities. Qualified borrowings as per SEBI on October 19, 2023 means incremental borrowing between two balance sheet dates having original maturity of more than one year and shall exclude external commercial borrowings, inter-corporate borrowings between a parent and subsidiary(ies)/ associates companies, Grants, deposits or any other funds received as per the guidelines or directions of Government of India, borrowings arising on account of interest capitalization and borrowings for the purpose of schemes of arrangement involving mergers, acquisitions and takeovers. With the objective of ensuring compliance with this requirement, your Company is proposing the resolution for the approval of the Members as set out in Item No.7.

For meeting the requirement of SEBI Circular on October 19, 2023 cited above, the Company may offer or invite subscription to secured or unsecured, cumulative or non-cumulative, listed or unlisted, rated, taxable, redeemable Non-Convertible Debentures (NCDs) including but not limited to bonds and/or other debt securities, denominated in Indian rupees or any foreign currency on private placement basis (within the meaning of Section 42 of the Act) in one or more series / tranches. Hence, the Board of Directors pursuant to Sections 42 and 71 of the Act read with Rule 14 of the Companies (Prospectus & Allotment of Securities) Rules, 2014 seeks your approval to offer or invite subscription to debt securities, as may be required by the Company, from time to time, for a year, on such terms and conditions, including the issue price but within the overall borrowing limits under Section 180(1)(c) of the Act.

In this regard, it is proposed to seek approval of the members of the Company by way of Special Resolution for offering or making an invitation to subscribe to NCD on a private placement basis of upto ₹1,500 Crores in one or more tranches for a period of one year from the date of passing of this resolution.

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. 7 as an Special Resolution for your approval.

### Item No. 8 & 9:

The Company proposes to introduce a new Employee Stock Option Plan titled "Brigade Employee Stock Option Plan 2026 (hereinafter referred to as the "Brigade ESOP") for the benefit of employees of the Company and its subsidiary companies as well as Associate Companies/ Joint Ventures and its eligible Directors.

The Board of Directors at their meeting held on July 15, 2026 approved the "Brigade Employee Stock Option Plan 2026"

(Brigade ESOP) subject to the approval of the Members and pursuant to the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 based on the recommendation of the Nomination & Remuneration Committee.

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

This plan is in addition to the existing 'Brigade Employee Stock Option Plan 2017' and 'Brigade Employee Stock Option Plan'.

The salient features of the Plan are as under:

**a) Brief description of the Plan:**

This Plan shall be called the "Brigade Employee Stock Option Plan 2026 or Brigade ESOP or the Plan".

The basic objective of the Plan are as follows:

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

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

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

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

**b) The total number of options to be offered and granted:**

The number of options to be granted under Plan is up to 3,000,000 (thirty lakhs only). Each option when exercised would be converted into one equity share of ₹10/- each fully paid-up. In the event of any corporate action(s) viz. bonus, consolidation or other reorganization of the capital structure of the Company, number of options/ shares to be issued shall undergo fair, reasonable and appropriate adjustments pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The options forfeited can be reissued.

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

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

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

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

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

**d) Requirements of vesting and period of vesting:**

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

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

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

**e) Maximum period (subject to regulation 18(1) of Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021, as the case may be) within which the options shall be vested:**

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

**f) Exercise price:**

The exercise price shall be determined by the Nomination & Remuneration Committee and may be at a discount of upto 5% compared to the Market Price.

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

**g) Exercise period and process of exercise:**

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

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

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

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

The number of options that may be granted per employee of the Company under the Plan, in any financial year will be based on the decision of the Nomination & Remuneration Company. It shall be less than 1% of the issued equity share capital as the overall quantum of Options getting approved is less than 1% of the issued share capital. The total number of equity shares to be allotted to employees of the Company and its subsidiaries/ associate companies/joint ventures pursuant to the exercise of stock options under the Plan shall not exceed 30,00,000equity shares during the entire term of the plan.

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

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

**k) Administration of the Plan:**

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

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

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

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

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

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

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

**o) Accounting Policies:**

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

**p) Method of Valuation:**

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

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

**q) Mandatory lock-in period under the Scheme:**

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

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

Not Applicable

**s) Undertaking:**

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

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

The Board recommends the Special Resolution set out at Item No 8 & 9 of the Notice for approval by the Members.

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

## Item No. 10:

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 2025-2026 at a remuneration of ₹ 145,000/- (Rupees one lakh forty five thousand only) apart from applicable taxes and out of pocket expenses, if any. During the financial year 2024-2025 a fee of ₹145,000/- was paid. 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 10 as an Ordinary Resolution and requests Members' approval for the same.

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

Place : Bengaluru
Date : July 17, 2026

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

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

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

**Annexure**

# DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 31ST 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. Pradyumna Krishna Kumar | Ms. Pavitra Shankar |
|---|---|---|
| Date of Birth | June 11, 1983 | August 1, 1980 |
| Age (in years) | 43 years | 45 years |
| Date of first appointment on the Board | July 12, 2023 | May 16, 2018 |
| Brief Resume of the Director & Qualifications | Mr. Pradyumna Krishna Kumar has over 17 years of experience and has been associated with Brigade Group, since 2009.<br><br>Prior to this appointment, Mr. Pradyumna Krishna Kumar was the Chief Business Development Officer of the Company. He is involved in/ driven almost all major land acquisitions (including documentation) of the Company over the last 13 years in Bangalore and Chennai. He has focused on expanding the business into the Chennai market over the last eight years and overseeing all projects from land acquisition to launch. He is also handling investor relations and private equity investors for over a decade apart from handling different functions.<br><br>He has a Bachelor's degree in Commerce from the University of Madras and a Master's degree in Business Administration from the Asian Institute of Management, Manila, Philippines.<br><br>Prior to Brigade, he has worked with Multi-national companies in India and Abroad. | Ms. Pavitra Shankar has over 19 years of experience in consulting, private equity and real estate development.<br><br>She has been associated with Brigade Group close to a decade. She is an Executive Director of the Company from 2018. In October 2022, she has been re-designated as Managing Director of the Company.<br><br>She is responsible for the Company's residential business strategy and growth, with a focus on sales, Residential business, marketing, finance and customer experience.<br><br>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.<br><br>She has been honored by Realty Plus - 40 under 40 for her achievements in the industry. |
| Nature of expertise in specific functional areas | Finance, Real Estate, Industrial Development, Sales & Marketing | Finance, Real Estate, Leadership, Industrial Development, Sales & Marketing and Technology |
| Inter-se relationship with any other Directors or Key Managerial Personnel (KMP) of the Company | Mr. Pradyumna Krishna Kumar is not related to any Directors or Key Managerial Personnel (KMP) of the Company. | Ms. Pavitra Shankar is part of the Promoter Group of the Company. Her relatives on the Board are as under:<br><br>**Name of the Director** / **Designation** / **Relationship**<br>Mr. M R. Jaishankar / Executive Chairman / Father<br>Ms. Nirupa Shankar / Joint Managing Director / Sister |
| Directorships held in other Listed Entities | None | None |
| Listed Entities from which he/ she has resigned in the past three years | None | None |

<table>
<tr><th>Name of the Director</th><th>Mr. Pradyumna Krishna Kumar</th><th>Ms. Pavitra Shankar</th></tr>
<tr><td>Directorships in other Companies</td><td>a) Brigade Infrastructure & Power Private Limited<br>b) Augusta Club Private Limited<br>c) Vibrancy Real Estates Private Limited<br>d) Brigade Flexible Office Spaces Private Limited</td><td>a) Brigade Tetrarch Private Limited<br>b) Mysore Projects Private Limited<br>c) Tetrarch Developers Limited<br>d) Mysore Holdings Private Limited<br>e) Ananthay Properties Private Limited</td></tr>
<tr><td>Committee positions held in Board</td><td>a) Brigade Enterprises Limited
<table>
<tr><th>Name of the Committee</th><th>Designation held in the Committee</th></tr>
<tr><td>Depositories Committee</td><td>Member</td></tr>
</table>
b) Brigade Infrastructure & Power Private Limited
<table>
<tr><th>Name of the Committee</th><th>Designation held in the Committee</th></tr>
<tr><td>Audit Committee</td><td>Chairman</td></tr>
<tr><td>Nomination & Remuneration Committee</td><td>Member</td></tr>
</table>
</td><td>a) Brigade Enterprises Limited:
<table>
<tr><th>Name of the Committee</th><th>Designation held in the Committee</th></tr>
<tr><td>Stakeholders' Relationship Committee</td><td>Member</td></tr>
<tr><td>Committee of Directors</td><td>Chairperson</td></tr>
<tr><td>Depositories Committee</td><td>Chairperson</td></tr>
</table>
b) Brigade Tetrarch Private Limited:
<table>
<tr><th>Name of the Committee</th><th>Designation held in the Committee</th></tr>
<tr><td>Audit Committee</td><td>Chairperson</td></tr>
<tr><td>Nomination & Remuneration Committee</td><td>Member</td></tr>
<tr><td>Corporate Social Responsibility Committee</td><td>Member</td></tr>
</table>
c) Mysore Projects Private Limited:
<table>
<tr><th>Name of the Committee</th><th>Designation held in the Committee</th></tr>
<tr><td>Audit Committee</td><td>Chairperson</td></tr>
<tr><td>Nomination & Remuneration Committee</td><td>Member</td></tr>
<tr><td>Corporate Social Responsibility Committee</td><td>Chairperson</td></tr>
</table>
d) Mysore Holdings Private Limited
<table>
<tr><th>Name of the Committee</th><th>Designation held in the Committee</th></tr>
<tr><td>Corporate Social Responsibility Committee</td><td>Member</td></tr>
</table>
</td></tr>
<tr><td>No. of equity shares held in the Company including shareholding as a beneficial owner</td><td>Direct Holding: 28,776 equity shares of ₹10/- each which constitutes 0.009% of the paid-up equity share capital of the Company.<br><br>Indirect Holding: Nil</td><td>Direct Holding: 2,764,125 equity shares of ₹10/- each which constitutes 0.85% of the paid-up equity share capital of the Company.<br><br>Indirect Holding: She is part of Promoter & Promoter Group which holds 134,057,033 equity shares of ₹10/- each which constitutes 41.10% of the paid-up equity share capital of the Company.</td></tr>
</table>

| Name of the Director | Mr. Pradyumna Krishna Kumar | Ms. Pavitra Shankar |
|---|---|---|
| No. of Board Meetings attended | Mr. Pradyumna Krishna Kumar has attended 8 out of 11 Board Meetings held during the financial year 2025-2026. | Ms. Pavitra Shankar has attended 10 out of 11 Board Meetings held during the financial year 2025-2026. |
| Terms and conditions of appointment/ re-appointment | Mr. Pradyumna Krishna Kumar is appointed as Wholetime Director of the Company for a period of five years with effect from July 12, 2023. The aforesaid is approved by the Members of the Company in the Annual General Meeting held on August 7, 2023.<br><br>Mr. Pradyumna Krishna Kumar retires by rotation at the Thirty first Annual General Meeting and being eligible, offers himself for re-appointment as Wholetime Director of the Company.<br><br>Terms of re-appointment including remuneration shall be in line with the Members approval of August 7, 2023. | Ms. Pavitra Shankar is appointed and re-designated as Managing Director of the Company for a period of five years with effect from October 12, 2022. The aforesaid is approved by the Members of the Company through Postal Ballot on November 18, 2022.<br><br>Ms. Pavitra Shankar retires by rotation at the Thirty first Annual General Meeting and being eligible, offers herself for re-appointment as Managing Director of the Company.<br><br>Terms of re-appointment including remuneration shall be in line with the Members approval of November 18, 2022. |
| Skills and Capabilities required for the role and the manner in which proposed person meet such requirement | Not Applicable | Not Applicable |
| Remuneration proposed to be paid | Remuneration shall be in line with the Members approval of August 7, 2023. | Remuneration shall be in line with the Members approval of November 18, 2022. |
| Remuneration last drawn | For the financial year 2025-2026, Mr. Pradyumna Krishna Kumar is eligible for a total remuneration of ₹372 Lakhs comprising of:<br>• Salary & Perquisites: ₹165 Lakhs<br>• Commission Payable: ₹207 Lakhs | For the financial year 2025-2026, Ms. Pavitra Shankar is eligible for a total remuneration of ₹450 Lakhs comprising of:<br>• Salary & Perquisites: ₹216 Lakhs<br>• Commission Payable: ₹234 Lakhs |