

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/PBM/28112022

28th November, 2022

Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051
Fax Nos. : 022-26598237/38

Department of Corporate Services - Listing
BSE Limited
P. J. Towers
Dalal Street,
Mumbai - 400 001
Fax Nos.: 022- 22722037/2039

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

Dear Sir,

Sub: Minutes of the resolutions passed by way of postal ballot through remote e-voting process:

We are enclosing copy of the minutes of the resolutions passed by way of postal ballot through remote e-voting process on 18th November, 2022. The results of postal ballot were announced vide our letter reference no. BEL/NSEBSE/PB/18112022 dated 18th November, 2022.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,
For **Brigade Enterprises Limited**

OM PRAKASH
PALANIMUTHU
Digitally signed by OM
PRAKASH PALANIMUTHU
Date: 2022.11.28 18:13:40
+05'30'

P. Om Prakash
Company Secretary & Compliance Officer

Encl.: a/a



BRIGADE ENTERPRISES LIMITED

MINUTES OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT BY REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON FRIDAY, 18TH NOVEMBER, 2022, RESULTS OF WHICH WAS DECLARED ON FRIDAY, 18TH NOVEMBER, 2022 AT THE REGISTERED OFFICE OF THE COMPANY.

The Board of Directors of the Company in its meeting held on Tuesday, 11th October, 2022 approved the proposal to conduct a Postal Ballot pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with 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 Company conducted the Postal Ballot through remote e-voting for seeking approval of the members of the Company in respect of the following items as specified in the Notice of Postal Ballot dated Tuesday, 11th October, 2022:

Sl.no	Description of the Resolutions	Type of resolution
1.	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	Special
2.	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	Special
3.	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	Ordinary
4.	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	Special
5.	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	Special
6.	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	Special

The Board of Directors in its Meeting held on Tuesday, 11th October, 2022 appointed Mr. K Rajshekar, Practicing Company Secretary (CP No.:2468), as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. The Company had engaged the services of M/s. KFin Technologies Limited to provide the electronic voting (e-voting) facility to enable Members to exercise their votes in a secured manner. A newspaper advertisement as required under the Companies Act, 2013 was published in "The Business Standard" (English newspaper) and "Vijayavani (Kannada newspaper) on Thursday, 20th October, 2022

The remote e-voting was open from 9.00 a.m. on Thursday, 20th October, 2022 and concluded on at 5.00 p.m. on Friday, 18th November, 2022. The scrutinizer had submitted his report on the results of the Postal Ballot on Friday, 18th November, 2022.

The result of the voting by Postal Ballot was announced on 18th November, 2022 and immediately the same has been communicated to BSE Limited and The National Stock Exchange of India Limited ("Stock Exchanges") and results of the Postal Ballot/E-Voting have been 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 at <https://evoting.kfintech.com/>.

On the basis of the Scrutinizer's Report for the e-voting dated 18th November, 2022 submitted to the Chairman, the summary of which is mentioned hereunder, the Company Secretary & Compliance Officer (authorised by the Board to announce the results) of the Company announced the results of e-voting on 18th November, 2022 that all the resolutions as set out in Item No. 1 to 6 in the Postal Ballot Notice of the Company have been duly passed with requisite majority on 18th November, 2022.

The details of the voting on the resolutions as per Scrutinizer's Report are as follows:

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: (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."

Result of voting through Postal Ballot by remote e-voting for the above resolution was as follows:

Particulars	E-Voting		% of Total No. of Votes Polled (20,50,07,339)
	No. of ballots	No. of votes cast (Equity Shares of Rs. 10/- each)	
e-votes with assent for the Resolution as a percentage of the shares polled	359	201648924	98.36%
e-votes with dissent for the resolution as a percentage of shares polled	25	3358415	1.64%

Note: 343 ballots representing 103635262 (96.86%) casted in favour and 25 ballots representing 3358415 (3.14%) casted against the resolution. This is excluding the Promoter & Promoter Group's votes who were interested in the resolution

Item No. 2

Approval 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 (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."

Result of voting through Postal Ballot by remote e-voting for the above resolution was as follows:

Particulars	E-Voting		% of Total No. of Votes Polled (20,50,07,339)
	No. of ballots	No. of votes cast (Equity Shares of Rs. 10/- each)	
e-votes with assent for the Resolution as a percentage of the shares polled	376	205007233	99.99
e votes with dissent for the resolution as a percentage of shares polled	5	106	0.01

Note: 363 ballots representing 106993571 (99.99%) casted in favour and 5 ballots representing 106 (0.01%) casted against the resolution. This is excluding the Promoter & Promoter Group's votes who were interested in the resolution

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 (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 reenactment(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."

Result of voting through Postal Ballot by remote e-voting for the above resolution was as follows:

Particulars	E-Voting		% of Total No. of Votes Polled (20,50,07,339)
	No. of ballots	No. of votes cast (Equity Shares of Rs. 10/- each)	
e-votes with assent for the Resolution as a percentage of the shares polled	375	205007229	99.99
e votes with dissent for the resolution as a percentage of shares polled	6	110	0.01

Note: 361 ballots representing 105052908 (99.99%) casted in favour and 6 ballots representing 110 (0.01%) casted against the resolution. This is excluding the Promoter & Promoter Group's votes who were interested in the resolution.

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 (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."

Result of voting through Postal Ballot by remote e-voting for the above resolution was as follows:

Particulars	E-Voting		% of Total No. of Votes Polled (20,50,07,339)
	No. of ballots	No. of votes cast (Equity Shares of Rs. 10/- each)	
e-votes with assent for the Resolution as a percentage of the shares polled	374	205007185	99.99
e votes with dissent for the resolution as a percentage of shares polled	6	151	0.01

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: (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."

Result of voting through Postal Ballot by remote e-voting for the above resolution was as follows:

Particulars	E-Voting		% of Total No. of Votes Polled (20,50,07,339)
	No. of ballots	No. of votes cast (Equity Shares of Rs.10/- each)	
e-votes with assent for the Resolution as a percentage of the shares polled	369	204596443	99.80
e votes with dissent for the resolution as a percentage of shares polled	11	410893	0.20

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: (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."

Result of voting through Postal Ballot by remote e-voting for the above resolution was as follows:

Particulars	E-Voting		% of Total No. of Votes Polled (20,50,07,339)
	No. of ballots	No. of votes cast (Equity Shares of Rs. 10/- each)	
e-votes with assent for the Resolution as a percentage of the shares polled	371	204650713	99.83
e votes with dissent for the resolution as a percentage of shares polled	8	356623	0.17

The Chairman noted the results of voting as stated above and it was declared and recorded that the resolutions as set out in the Notice of Postal Ballot dated 11th October, 2022 were duly passed by the Members on 18th November, 2022 with requisite majority.

CHAIRMAN