

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/PB/12022025

12th February, 2025

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

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

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

Dear Sir/Madam,

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

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

Sr. No.	Description of the Resolution	Type of resolution
1.	Appointment of Ms. Padmaja Chundururu (DIN: 08058663) as an Independent Director of the Company	Special

In accordance with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 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, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 9/2023 dated 25th September, 2023 and 9/2024 dated 19th September, 2024 issued by Ministry of Corporate Affairs, the aforesaid Postal Ballot Notice is being sent only in electronic mode to those Members whose email ids were registered with KFin Technologies Limited, Registrar and Share Transfer Agents of the Company ("KFintech" or "RTA") or Depositories or whose names are recorded in the Register of Members/ Beneficial Owners as on the cut-off date i.e., Friday, 7th February, 2025.

The Company has engaged the services of KFin Technologies Limited to provide remote e-voting facility to its members. The remote e-voting will commence on Thursday, 13th February 2025 at 9:00 a.m. and will end on Friday, 14th March, 2025 at 5:00 p.m. after which the e-voting module shall be disabled. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 7th February, 2025. Communication of assent or dissent of the Members would only take place through the remote e-voting system.



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

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

Sr. No.	Event Details	Timeline
1.	Cut-off date for determining list of Members eligible for remote e-voting	Friday, 7 th February, 2025
2.	Date of Completion of dispatch of Notice (by electronic means) to Members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Cut-off date	Wednesday, 12 th February, 2025
3.	Date and time of commencement of e-voting	Thursday, 13 th February, 2025 at 9.00 a.m.
4.	Date and time of closure of e-voting	Friday, 14 th March, 2025 at 5.00 p.m.
5.	Declaration of results of Postal Ballot	On or before Tuesday, 18 th March, 2025

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

Thanking you
Yours faithfully,

For **Brigade Enterprises Limited**

P. Om Prakash
Company Secretary and Compliance Officer

Enclosure: Postal Ballot Notice

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





BRIGADE ENTERPRISES LIMITED

Corporate Identity Number (CIN): L85110KA1995PLC019126
Regd. Office: 29th & 30th Floor, World Trade Center, Brigade Gateway Campus
26/1, Dr. Rajkumar Road, Malleswaram- Rajajinagar, Bangalore - 560 055
Phone: +91-80-4137 9200
Email: enquiry@brigadegroup.com | Website: www.brigadegroup.com

Notice of Postal Ballot

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

To,

The Members of Brigade Enterprises Limited

Notice is hereby given that the resolution set out below is proposed to be passed by the members of Brigade Enterprises Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Section 108 and 110 of the Companies Act, 2013 (“the Act”), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 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, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 9/2023 dated 25th September, 2023 and 9/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

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

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

The Board of Directors have appointed Mr. Ajayan. M P, Practicing Company Secretary (CP No.: 14555), as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report to the Director as authorised by the Board of Directors of the Company or any person authorised by the Board after completion of the scrutiny of the voting through e-voting. Results of the Postal Ballot will be announced on or before 18th March, 2025. The results of the Postal Ballot will also be displayed at the Registered Office and posted on the Company's website - www.brigadegroup.com as well as on the website of KFintech - <https://evoting.kfintech.com/> besides being communicated to the Stock Exchanges where the Equity Shares of the Company are listed.

The schedule for the Postal Ballot event is as follows:

Sl. No.	Event Details	Timeline
1.	Cut off date for determining list of Members eligible for remote e-voting	Friday, 7 th February, 2025
2.	Date of Completion of dispatch of Notice (by electronic means) to Members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Cut-off date	Wednesday, 12 th February, 2025
3.	Date and time of commencement of e-voting	Thursday, 13 th February, 2025 at 9.00 a.m. (IST)
4.	Date and time of closure of e-voting	Friday, 14 th March, 2025 at 5.00 p.m. (IST)
5.	Declaration of results of Postal Ballot	On or before Tuesday, 18 th March, 2025

Resolution for Postal Ballot

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

Appointment of Ms. Padmaja Chunduru (DIN: 08058663) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company and basis the recommendation of Nomination & Remuneration Committee (NRC) and the approval of the Board of Directors of the Company, Ms. Padmaja Chunduru (DIN: 08058663), who was appointed as an Additional Director of the Company in independent capacity on January 29, 2025 and who is eligible for appointment as Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder & the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Ms. Padmaja Chunduru (DIN: 08058663) as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years with effect from January 29, 2025 to January 28, 2030, be and is hereby approved.

RESOLVED FURTHER THAT the Board and the Company Secretary & Compliance Officer be and are hereby severally authorised to do all such acts, deeds and things including execution of necessary documents, affixing digital signature & filing the necessary e-forms with the Ministry of Corporate Affairs to give effect to this resolution.”

Place : Bangalore

Date : 29th January, 2025

By Order of the Board

For Brigade Enterprises Limited

P. Om Prakash

Company Secretary & Compliance Officer

Membership No.: FCS 5435

Registered Office:

29th & 30th Floor, World Trade Center
26/1, Brigade Gateway Campus, Dr. Rajkumar Road,
Malleswaram-Rajajinagar Bangalore – 560 055
CIN: L85110KA1995PLC019126
Email: investors@brigadegroup.com
Website: <https://www.brigadegroup.com/>
Tel.: 080 4137 9200

Notes

1. Approval of Members of the Company is solicited by passing requisite resolution through Postal Ballot/ E-Voting for business set out in this Notice.

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

2. **Postal Ballot Notice is being sent only by electronic mode to all the Members of the Company**, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), (NSDL together with CDSL, the “Depositories”) and as available with the Company as at Friday, 7th February, 2025 (“**Cut Off Date**”).

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

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

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

3. Resolution, if approved, by the Members by means of Postal Ballot/ E-Voting is deemed to have been passed at a General Meeting of the Members and the last date of the E-Voting i.e., Friday, 14th March, 2025, shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

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

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

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

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

All the Members are requested to cast their votes only through remote e-voting as per the procedure provided in Note 8.

6. The Scrutinizer shall submit his Report on the resolution proposed to be passed through Postal Ballot/ E-Voting to the Director as authorised by the Board of Directors of the Company after completion of the scrutiny.

The result of the voting by Postal Ballot shall be announced on or before Tuesday,

18th March, 2025 and shall be communicated to BSE Limited and The National Stock Exchange of India Limited (“Stock Exchanges”) where the equity shares of the Company are listed.

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

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

8. Procedure of E-voting

(i) Pursuant to the provisions of Section 108 and other applicable provisions of the Act

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

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

- **Commencement of e-voting:**

9.00 a.m. (IST) on Thursday,
13th February, 2025

- **End of e-voting:**

5:00 p.m. (IST) on Friday,
14th March, 2025

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

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

Information and Instructions Relating to E-Voting





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

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

Details on Step 1 are mentioned below:

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
<p>1. Users already registered for IDeAS facility:</p> <p>(i) Visit URL: https://eservices.nsdl.com</p> <p>(ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>(iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” under ‘Value Added Services’.</p> <p>(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.</p>	<p>1. Users who have opted for Easi/ Easiest</p> <p>(i) Visit URL: www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>(ii) Login with your registered user id and password.</p> <p>(iii) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>(iv) Click on e-Voting service provider name to cast your vote.</p>
<p>2. Users not registered for IDeAS e-Services</p> <p>(i) To register click on link: https://eservices.nsdl.com</p> <p>(ii) Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(iii) Proceed with completing the required fields.</p> <p>(iv) Follow steps given in point no. 1</p>	<p>2. User not registered for Easi/Easiest</p> <p>(i) Option to register is available at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>(ii) Proceed with completing the required fields.</p> <p>(iii) Follow the steps given in point no. 1</p>
<p>3. Users may alternatively vote by directly accessing the e-voting website of NSDL</p> <p>(i) Open URL: https://www.evoting.nsdl.com/</p> <p>(ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p>	<p>3. Users may alternatively vote by directly accessing the e-Voting website of CDSL</p> <p>(i) Visit URL: www.cdslindia.com</p> <p>(ii) Provide your demat Account Number and PAN No.</p>

<p>(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.</p> <p>(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.</p> <p>(v) You will be redirected to KFintech e-voting page for casting your vote during the remote e-Voting period.</p>	<p>(iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p> <p>(iv) After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e-Voting is in progress.</p>
<p>4. NSDL Mobile App</p> <p>(i) Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>	

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

<p>1. Instructions for login through Demat Account / website of Depository Participant</p> <p>(i) Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</p> <p>(ii) Once logged-in, members will be able to view e-voting option.</p> <p>(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.</p> <p>(iv) Click on options available against Company name or KFintech.</p> <p>(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.</p>	
<p>Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at above mentioned websites.</p> <p>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:</p>	
Login Type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

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) 8635, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- (iii) After entering these details appropriately, click on “LOGIN”.
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the “EVEN” i.e., “BRIGADE ENTERPRISES LIMITED” and click on “Submit”.
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- (viii) Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
- (ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as Abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- (xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xii) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF/ JPG format) of certified true copy of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), who is/ are authorized to vote, to the Scrutinizer through email at ajayan.mp@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Brigade Enterprises Limited Postal Ballot Even No. 8635.”

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 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 16th March, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 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,
Plot No 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddy, 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 : Ms. Rajitha Cholleti, 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.

Explanatory Statement

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

The Board of Directors of the Company based on recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152, 161 of the Companies Act, 2013 and the Articles of Association of the Company appointed Ms. Padmaja Chunduru (DIN: 08058663) as an additional director in independent capacity with effect from January 29, 2025. Ms. Padmaja Chunduru (DIN: 08058663) was also appointed as an Independent Director of the Company, not liable to retire by rotation for a period of five consecutive years with effect from January 29, 2025 to January 28, 2030. Ms. Padmaja has given a declaration to the Board that she meets the criteria of independence as provided under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Padmaja Chunduru, 63 years of age, is a seasoned financial services executive with over 37 years of experience in finance, banking and capital markets experience in India and USA. She has led iconic institutions, viz. NSDL (National Securities Depository Ltd.) and Indian Bank, as the MD&CEO. As Deputy Managing Director, SBI (State Bank of India), she led digital banking services and was the Country Head, SBI-US Operations, for 3 years, from 2014 to 2017. She is an M.Com (Banking & Finance) from Andhra University and a qualified CAIIB (Certified Associate of Indian Institute of Bankers).

Ms. Padmaja has also been a Director at the Life Insurance Corporation of India, the National Payments Corporation of India, the International Securities Services Association, the Asia Pacific Central Depository Group, and the Institute of International Bankers and Asia Society, New York.

She is currently a member of the Insurance Advisory Committee of Insurance Regulatory and Development Authority of India, as well as the Centre for Corporate Governance and Sustainability Advisory Council at IIM-Bangalore.

She has been awarded Best CEO (BFSI) for 2021 by Business Today and Best CEO 2021 for Women Leadership by Economic Times. She has been acknowledged as one of the Most Powerful Women (MPW) in Business by Fortune India and Business Today, for 2022 and 2023.

Ms. Padmaja Chunduru has given her consent to act as a director and has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. She has also confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any such authority. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act. She has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Section 149 of the Companies Act, 2013 inter-alia stipulates the criteria of independence should a Company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and she shall not be included in the total number of Directors for retirement by rotation. Further, in terms of Regulation 25 (2A) of SEBI (LODR) Regulations, 2015 the appointment, re-appointment or removal of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

The Company has received a declaration from Ms. Padmaja Chunduru that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI (LODR) Regulations, 2015.

The Nomination and Remuneration Committee (NRC) had recommended the candidature of Ms. Padmaja Chunduru based on the skill sets laid out for appointment of Independent Directors. In the opinion of the Board, Ms. Padmaja Chunduru fulfils the conditions for her appointment as an Independent Director as specified in the Act and as stipulated in the SEBI (LODR) Regulations, 2015 and other laws for the time being in force, to the extent applicable to the Company. Ms. Padmaja Chunduru is independent of the management. The Board noted that Ms. Padmaja Chunduru skills, background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

Ms. Padmaja Chunduru would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. Further, she would be entitled to commission on profits as determined each year by the Board within the overall limits not exceeding 1% of the net profits of the Company as approved by the shareholders for all the Independent Directors put together for every financial year. She is not entitled for stock options and does not hold any shares in the Company.

A copy of the draft letter for the appointment of Ms. Padmaja Chunduru as an Independent Director, setting out the terms and conditions is available for inspection on the website of the company at: <https://cdn.brigadegroup.com/assets/docs/investor/policies/draft-appointment-letter.pdf>

As required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto and forms a part of this Postal Ballot Notice.

Except Ms. Padmaja Chunduru, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out above of the Notice except to the extent of their shareholding as Members, if any, in the Company.

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

Place : Bangalore

Date : 29th January, 2025

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

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

Registered Office:

29th & 30th Floor, World Trade Center
26/1, Brigade Gateway Campus, Dr. Rajkumar Road,
Malleswaram-Rajajinagar, Bangalore – 560 055
CIN: L85110KA1995PLC019126
Email: investors@brigadegroup.com
Website: <https://www.brigadegroup.com/>
Tel.: 080 4137 9200

Annexure to the Postal Ballot Notice

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

Name of the Director	Ms. Padmaja Chunduru
Category / Designation	Non-executive, Independent Director
Director Identification Number (DIN)	08058663
Date of Birth	August 2, 1961
Age (in years)	63 years
Date of first appointment on the Board	January 29, 2025
Brief Resume of the Director & Qualifications	<p>Ms. Padmaja Chunduru has done her M.Com (Banking & Finance) from Andhra University and a qualified CAIIB-Certified Associate of Indian Institute of Bankers with specialisation in financial services, banking & capital markets.</p> <p>She has over 37 years of rich and versatile experience in finance, banking & capital markets. She was associated with iconic institutions NSDL (National Securities Depository Ltd.) and Indian Bank as the MD&CEO, as Deputy Managing Director in SBI leading digital banking services & was the Country Head in SBI - US Operations.</p>
Nature of expertise in specific functional areas	She has over 37 years of experience in financial services, banking and capital markets.
Inter-se relationship with any other Directors or KMP of the Company	None
Directorships held in other Listed Entities	Atul Limited
Listed Entities from which he/ she has resigned in the past three years	None
Directorships in other Companies	<ol style="list-style-type: none"> 1. Sify Technologies Limited 2. Sify Infinit Spaces Limited 3. SBI Ventures Limited 4. Clearing Corporation of India Limited

Committee positions held in Board	Sify Technologies Limited	
	Audit Committee	Member
	Sify Infinit Spaces Limited	
	Risk Management Committee	Chairman
	Audit Committee	Member
	Nomination & Remuneration Committee	Member
	Stakeholders Relationship Committee	Member
	CSR Committee	Member
	SBI Ventures Limited	
	Audit Committee	Member
	CSR Committee	Member
	Clearing Corporation of India Limited	
	Audit Committee	Member
	Nomination & Remuneration Committee	Member
No. of equity shares held in the Company including shareholding as a beneficial owner	NIL	
No. of Board Meetings attended	1 of 1	
Terms and conditions of appointment/ re-appointment	Independent Director, not liable to retire by rotation, for a term of Five consecutive years commencing from January 29, 2025.	
Skills and Capabilities required for the role and the manner in which proposed person meet such requirement	As per details provided in this Notice read with the explanatory statement thereto.	
Justification for choosing the appointee for appointment as Independent Director	Her rich and varied experience in finance, banking and capital markets apart from having headed large scale corporations coupled with her educational qualification will provide strategic and valuable insights on business, finance, governance and sustainability.	
Remuneration proposed to be paid	Sitting fees and commission proposed to be paid in accordance with the provisions of the Companies Act, 2013 & the Rules made thereunder.	
Remuneration last drawn	Not Applicable	