

## 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/AGM/NSEBSE/28072025

28<sup>th</sup> July, 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

**NSE Scrip Symbol: BRIGADE/ BSE Scrip Code: 532929**

Dear Sir/ Madam,

**Sub: Notice of Thirtieth Annual General Meeting of the Company:**

This is to inform you that **Thirtieth Annual General Meeting** of the Company is scheduled on **Thursday, August 21, 2025 at 11:30 a.m.** through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') in accordance with the applicable circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

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

The remote e-voting period commences from Monday, 18<sup>th</sup> August, 2025 (9.00 a.m. IST) and ends on Wednesday, 20<sup>th</sup> August, 2025 (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, 13<sup>th</sup> August, 2025 may cast their votes electronically. The voting rights of the Members shall be in proportion to their shareholding in the Company as on Wednesday, 13<sup>th</sup> August, 2025 (cut-off date). The AGM Notice inter alia includes the detailed procedure for remote e-voting.

The AGM Notice can also be accessed from the website of the Company at <https://www.brigadegroup.com/investor/regulation-46/annual-reports> and that of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

This intimation is provided pursuant to the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



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Request you to kindly take the above information on your records.

Thanking you,

Yours faithfully,

For **Brigade Enterprises Limited**

**P. Om Prakash**

**Company Secretary & Compliance Officer**

Encl.: a/a





# NOTICE

Notice is hereby given that the **THIRTIETH ANNUAL GENERAL MEETING** of the Members of **BRIGADE ENTERPRISES LIMITED** will be held on Thursday, August 21, 2025 at 11.30 a.m. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025, including the Audited Balance Sheet as at March 31, 2025 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, 2025, the statement of profit and loss, the cash flow statement for the year ended on that date, notes to financial statements, reports of the Board and Auditor's thereon be and are hereby received, considered and adopted."
- b) **"RESOLVED THAT** the audited consolidated financial statements of the Company including the Balance Sheet as at March 31, 2025, 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 2024-2025:

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

**"RESOLVED THAT** a final dividend of ₹ 2.50/- per equity share (Rupees two and paise fifty only) of ₹10/- each fully paid up be and is hereby declared and paid out of the profits for the financial year 2024-2025."

3. To appoint a Director in place of Mr. Amar Shivram Mysore (DIN: 03218587) 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. Amar Shivram Mysore

(DIN: 03218587) 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. Nirupa Shankar (DIN: 02750342) 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. Nirupa Shankar (DIN: 02750342), 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. Ratification of remuneration payable to M/s. Murthy & Co. LLP, Cost Accountants, Cost Auditors for the financial year 2024-2025:

The Board of Directors recommends considering and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), the Company hereby ratifies the remuneration of ₹1,45,000/- (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 2024-2025 (i.e., April 1, 2024 to March 31, 2025).

**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."

6. Approval for all fees and compensation payable by way of Commission to Non-Executive Directors including Independent Directors:

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

**"RESOLVED THAT** pursuant to Section 149, 197, 198 and all other applicable provisions of the Companies Act, 2013, Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded for payment of remuneration / compensation by way of profits related to commission or otherwise as permissible to the Non-Executive Directors including Independent Directors of the Company (i.e. Directors other than Whole time Directors) of such sum or sums and in such proportion/manner and upto such extent for a period of 5 years starting from the financial year 2025-26 as the Board of Directors shall determine from time to time based on the recommendation of Nomination and Remuneration Committee within the overall maximum limit of 1% (one percent) per annum of the Net Profits of the Company for the relevant financial year computed in the manner as laid down in Section 198 (excluding sitting fees payable) and other applicable provisions of the Act and Rules made thereunder.

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

7. To Appoint Secretarial Auditors of the Company and fix their remuneration:

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

**"RESOLVED THAT** pursuant to the provisions of Section 204(1) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactments thereof for the time being in force and based on the recommendation of Audit Committee and consent of the Board of Directors, approval of the members of the Company be and is hereby accorded for the appointment of M/s. BMP & Co. LLP, a firm of practicing company secretaries (LLPIN: AAI-4194), as the Secretarial Auditors of the Company for the period of five consecutive years i.e. from FY 2025-26 to FY 2029-30 at a fees of ₹ 2,50,000 (Rupees Two Lakh Fifty Thousand only) plus taxes and out of pocket expenses, if any, as may be incurred during the audit process for the Financial Year 2025-26.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to fix the fees including increase or vary, if any, of the Secretarial Auditors for the remaining tenure of their appointment as the Secretarial Auditors of the Company based on the recommendation of the Audit Committee.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary & Compliance Officer of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution including issuing the engagement letter and filing of requisite e-forms with the Ministry of Corporate Affairs."

Place : Bengaluru  
Date : May 14, 2025

CIN: L85110KA1995PLCO19126  
Registered Office:  
29<sup>th</sup> & 30<sup>th</sup> Floors, World Trade Center  
26/1, Brigade Gateway Campus  
Dr. Rajkumar Road, Malleswaram-Rajajinagar  
Bengaluru – 560 055  
Email: [investors@brigadegroup.com](mailto:investors@brigadegroup.com)  
Website: [www.brigadegroup.com](http://www.brigadegroup.com)

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

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



## NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 and explanatory statement required under Regulation 36(5) of SEBI (LODR) Regulation, 2015 setting out material facts in respect of the business under Item No. 5 to 7 to be transacted at the 30<sup>th</sup> Annual General Meeting (AGM) is annexed hereto.

2. Pursuant to General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (the 'MCA') and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities Exchange Board of India ('SEBI'), (hereinafter collectively referred as 'Circulars'), companies are allowed to conduct General Meetings through Video Conference ('VC') or Other Audio-Visual Means ('OAVM'), subject to compliance of various conditions mentioned therein.

In compliance with the above, AGM of the Company is being held through VC/ OAVM.

3. The Company has appointed M/s. National Securities Depository Limited (NSDL) to provide VC/ OAVM facility for the AGM.

4. Proceedings of the AGM will be web-casted live for all the Members as on the cut-off date i.e August 13, 2025.

Members may visit [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and login through existing user id and password to watch the live proceedings of the AGM. Facility for joining the AGM shall be open 30 minutes before the scheduled time for commencement of AGM and shall be closed 30 minutes after such scheduled time.

5. The Company has appointed CS Biswajit Ghosh (Membership No. FCS 8750) or failing him CS Pramod SM (Membership No. F7834), Partners of M/s. BMP & Co., LLP, a Practicing Company Secretary firm, Bengaluru to act as the Scrutinizer for conducting the remote e-Voting and e-Voting during the AGM in a fair and transparent manner. The Scrutinizer shall submit his report to the Chairman or a person authorised by him after the completion of scrutiny of the e-voting (votes cast through remote e-voting and votes cast during the AGM). Results of the meeting along with the Scrutinizer Report shall be submitted by the Company within two days of conclusion of the AGM and the same shall be placed on the website of the Company i.e., [www.brigadegroup.com](http://www.brigadegroup.com)

### 6. In view of AGM being held by VC/ OAVM:

- physical attendance of Members has been dispensed with;
- the facility for appointment of proxies by the Members will not be available for the AGM and

hence Proxy Form and Attendance Slip are not annexed to this Notice;

Corporate Members are required to access the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and upload a certified copy of the Board resolution authorizing their representative to attend the AGM through VC/ OAVM and vote on their behalf. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/ OAVM.

- Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Act; and
- route map for the location of the meeting is also not provided.

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

### 8. Inspection of Documents:

All the documents referred in the Notice will be available for inspection electronically. Members seeking to inspect such documents can send an e-mail to [investors@brigadegroup.com](mailto:investors@brigadegroup.com)

In addition, following documents shall also be available for inspection electronically:

- The certificate received from the Secretarial Auditor of the Company on the implementation of Employee Stock Option Plans in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- The Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which Directors are interested, maintained under the Companies Act, 2013.

Members seeking to inspect such documents can send an e-mail to [investors@brigadegroup.com](mailto:investors@brigadegroup.com)

### 9. Dividend

- Members may note that the Board of Directors in their meeting held on May 14, 2025 has recommended a final dividend of ₹ 2.50/- (25%) 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 September 12, 2025 to those Members whose names appear in the Register of Members on the Record Date.



The Company has fixed August 13, 2025 as the Record Date for determining the Members eligible for dividend on equity shares.

Members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's RTA (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.

Members may note that the Income-tax Act, 1961, (the 'IT Act') as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ('TDS') at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate, as applicable, Members are requested to submit their PAN and other relevant documents, failing which the Company would be required to deduct tax at a higher rate prescribed under the Income Tax, 1961.

However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received by them during financial year 2025 – 2026 does not exceed ₹ 10,000/- and also in cases where members provide Form 15G/ Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act.

Members seeking non-deduction of tax on their dividends may submit Form 15G/ 15H as applicable to the Company on a yearly basis at the link <https://ris.kfintech.com/form15/>. The detailed information with respect to tax deduction at source on dividend payments including the formats of Form 15G/Form 15H for seeking exemption is available in the link <https://ris.kfintech.com/form15/>. PAN is mandatory for members providing Form 15G/ 15H or any other document.

The required documents to be uploaded on the portal on or before August 13, 2025.

- a) Members are requested to convert physical shareholding, if any, to electronic mode pursuant to notification dated September 10, 2018 issued by MCA for public limited companies and hence are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are also

encouraged to utilize the Electronic Clearing System ('ECS') for receiving dividends.

- b) Members are requested to send all correspondences including dividend related matters to our RTA at the following address:

KFin Technologies Limited  
(formerly KFin Technologies Private Limited)  
Unit: Brigade Enterprises Limited  
Selenium Tower B, Plot No. 31 & 32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad – 500 032  
Toll Free no. 1800-309-4001  
Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

#### 10. 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.

#### 11. 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.

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
	<b>ISR Form(s) and the supporting documents can be provided by any one of the following modes:</b>	
	a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials;	
	b) Through hard copies which are self-attested, can be shared to the address of RTA of the Company at KFin Technologies Limited, Unit: Brigade Enterprises Limited, Selenium Building, Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032;	
	c) Through electronic mode with e-sign by following the link: <a href="https://ris.kfintech.com/clientservices/isc/default.aspx#">https://ris.kfintech.com/clientservices/isc/default.aspx#</a>	
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>

12. In line with the Circulars, an electronic copy of the Annual Report and AGM Notice is being sent to all the Members holding shares in dematerialised form and whose e-mail addresses are available with the Depository Participants ('DPs') as well as to all the Members holding shares in physical mode whose e-mail addresses are registered with the Company/ RTA for communication purposes.

The Annual Report is also available on the Company's website <https://www.brigadegroup.com/investor/regulation-46/annual-reports>, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively as well as the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

13. The Company is availing the services of National Securities Depository Limited (NSDL) for facilitating e-voting i.e., remote e-voting and e-voting at the AGM. The instructions for e-voting are given herein below:

- i Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
- ii Pursuant to the Circular No.14/2020 dated April 08, 2020, issued by the Ministry of Corporate

Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

- iii The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iv The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- v Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial

Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

- vi 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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- vii AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.



## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, August 18, 2025 from 9.00 a.m. to Wednesday, August 20, 2025 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 13, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 13, 2025.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "<b>Login</b>" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">     </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Falguni C at [evoting@nsdl.com](mailto:evoting@nsdl.com)

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. August 13, 2025, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode 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 i.e. August 13, 2025 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@bmpandco.com](mailto:info@bmpandco.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@brigadegroup.com](mailto:investors@brigadegroup.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors@brigadegroup.com](mailto:investors@brigadegroup.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining



virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not

have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investors@brigadegroup.com](mailto:investors@brigadegroup.com). The same will be replied by the company suitably.

**13. OTHER INSTRUCTIONS**

**a) Procedure to raise Questions during AGM:**

The Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [investors@brigadegroup.com](mailto:investors@brigadegroup.com) from Wednesday, August 13, 2025 at 9.00 a.m. upto Thursday, August 14, 2025 at 5.00 p.m. Those members who have registered themselves as speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Members whose names appear in the Register of Members/ list of Beneficial Owners as on August 13, 2025 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.

A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.



## 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: Ratification of remuneration payable to M/s. Murthy & Co. LLP, Cost Accountants, Cost Auditors for the financial year 2024-2025:

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 2024-2025 at a remuneration of ₹ 1,45,000/- (Rupees One Lakh Forty Five Thousand only) apart from applicable taxes and out of pocket expenses, if any. During the financial year 2023-2024 a fee of ₹1,25,000/- 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 5 as an Ordinary Resolution and requests Members' approval for the same.

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

#### Item No. 6: Approval for all fees and compensation payable by way of Commission to Non-Executive Directors including Independent Directors:

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

Further, as per Regulation 17(6)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment thereto or modification thereof, the Board of Directors shall recommend all fees (save and except payment of sitting fees for attending meeting(s) of the Board of Directors and/or Committee(s) thereof or for any other purposes whatsoever as may be decided by the Board of Directors within the limits as prescribed under Section 197(5) of the Companies Act, 2013 read with Rule 4 of Companies (Appointment and

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

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

The Shareholders in the previous Annual General Meeting held on August 6, 2024 have approved the payment of commission payable to Independent Directors of up to 1% of net profits (excluding sitting fees) per annum from the financial year 2023-24. The period of payment of commission to Independent Directors was not specified in the said resolution placed before the shareholders.

The Commission paid to Independent Directors for the last five financial years are as follows:

Financial Years	Commission (to each Independent Director)
2023-24	₹ 20.00 Lakhs
2022-23	₹ 20.00 Lakhs
2021-22	₹ 15.00 Lakhs
2020-21	₹ 10.00 Lakhs
2019-20	₹ 12.00 Lakhs

There were concerns expressed by some stakeholders on the resolution passed in the previous AGM as the remuneration payment to Non-Executive Directors didn't have any specified time limits. Even though the resolution has been duly passed earlier, as a good governance measure, we are again seeking the approval of shareholders with a defined period of 5 years from the financial year 2025-26. There is no payment by way of commission paid to the Non- Executive Directors for the financial year 2025-26.

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

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



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

**Item No. 7: Appointment of Secretarial Auditors of the Company and fix their remuneration:**

Pursuant to the provision of Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, and Regulation 24(A) of the SEBI (LODR), Regulations, 2015 read with circulars issued thereunder to the extent applicable, other applicable regulations framed by SEBI in this regard, the Secretarial Auditor needs to be appointed for a period of 5 (five) years.

The Board of Directors at its meeting held on May 14, 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to Members of the Company, appointment of M/s. BMP & Co. LLP, practicing company secretaries (LLPIN: AAI-4194) as the Secretarial Auditors of the Company. The tenure of the proposed Secretarial Auditors shall be for a period of 5 consecutive years commencing from the financial year 2025-26 till financial year 2029-30, if made, will be within the limits of various provisions of the Companies Act, 2013.

M/s. BMP & Co. LLP, a firm of practicing company secretaries (LLPIN: AAI-4194) are the Peer reviewed Company Secretaries and has not incurred any of the disqualification as specified by the SEBI. BMP & Co.,

LLP is a well-established firm of practising company secretaries with offices in Bengaluru, Mumbai, and Delhi (NCR). They deliver comprehensive consulting and advisory services in corporate law. The firm expertise encompasses a wide spectrum, including Corporate Secretarial Services, Secretarial Audit, SEBI compliances, Initial Public Offerings (IPO), Foreign Direct Investment (FDI) and Overseas Direct Investment (ODI) under FEMA, Mergers & Amalgamations, Business Setup, and Fund Raise compliance.

The terms and conditions of the appointment of M/s. BMP & Co. LLP include a tenure of five 5 consecutive years, i.e. from FY 2025-26 to FY 2029-30 at a fees of Rs. 2,50,000 (Rupees Two Lakh Fifty Thousand only) plus taxes and out of pocket expenses, if any, as may be incurred during the audit process for the Financial Year 2025-26. The fee for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee. There are no material changes in the fees payable to M/s. BMP & Co. LLP from those fees paid to the outgoing Secretarial Auditor of the Company.

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 Ordinary Resolution for your approval.

Place : Bengaluru  
Date : May 14, 2025

CIN: L85110KA1995PLCO19126  
Registered Office:  
29<sup>th</sup> & 30<sup>th</sup> Floors, World Trade Center  
26/1, Brigade Gateway Campus  
Dr. Rajkumar Road, Malleswaram-Rajajinagar  
Bengaluru – 560 055  
Email: [investors@brigadegroup.com](mailto:investors@brigadegroup.com)  
Website: [www.brigadegroup.com](http://www.brigadegroup.com)

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

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

## DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 30<sup>TH</sup> 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. Amar Shivram Mysore	Ms. Nirupa Shankar									
Date of Birth	June 21, 1979	October 31, 1982									
Age (in years)	46 years	42 years									
Date of first appointment on the Board	May 16, 2018	May 16, 2018									
Brief Resume of the Director & Qualifications	<p>Amar Mysore has more than ten years of experience in supply chain management, manufacturing, the power industry, and real estate. At Brigade, he plays a crucial role in liaising with government authorities and statutory bodies, particularly focusing on residential functions. He is also focused on driving the company's expansion plans in Hyderabad, further extending Brigade's footprint in the region.</p> <p>Amar holds the responsibility of overseeing the business development function of the company. He has played a crucial role in procuring renewable energy for our portfolio of businesses.</p> <p>He holds a Master of Engineering Degree from Pennsylvania State University in the United States.</p>	<p>Nirupa Shankar has been with Brigade since 2009, and is responsible for overseeing the hospitality, office, and retail operations of the company. In addition, she holds responsibility for overseeing Human Resources (HR), Public Relations (PR), and Innovation apart from other functions.</p> <p>She holds a Bachelor of Arts Degree in Economics from the University of Virginia and a Master of Science Degree in Hospitality Management from Cornell University.</p> <p>Nirupa possesses a strong analytical ability and has embraced a data-driven methodology when it comes to making decisions. She has prior experience as a Senior Business Analyst at Ernst &amp; Young LLP, where she worked in various locations including New York, Washington, D.C., and North Carolina. She initiated the establishment of the Brigade Real Estate Accelerator Program (REAP), which is Asia's first real estate accelerator. The primary objective of this program is to provide guidance and support to high-tech start-ups operating within the real estate sector.</p>									
Nature of expertise in specific functional areas	He has a decade of diverse experience in the fields of Supply Chain Management, Manufacturing, Power Sector and Real Estate.	She has almost 2 decades of diverse experience in Real Estate, Leadership, Hospitality, Sales & Marketing and Technology.									
Inter-se relationship with any other Directors or KMP of the Company	None	<p>Ms. Nirupa Shankar is part of the Promoter Group of the Company. Her relatives on the Board are as under:</p> <table> <tr> <th>Name of the Director</th><th>Designation</th><th>Relationship</th></tr> <tr> <td>Mr. M R. Jaishankar</td><td>Executive Chairman</td><td>Father</td></tr> <tr> <td>Ms. Pavitra Shankar</td><td>Managing Director</td><td>Sister</td></tr> </table>	Name of the Director	Designation	Relationship	Mr. M R. Jaishankar	Executive Chairman	Father	Ms. Pavitra Shankar	Managing Director	Sister
Name of the Director	Designation	Relationship									
Mr. M R. Jaishankar	Executive Chairman	Father									
Ms. Pavitra Shankar	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									

Name of the Director	Mr. Amar Shivram Mysore	Ms. Nirupa Shankar																																																						
Directorships in other Companies	<div>a) Brigade Hospitality Services Limited</div> <div>b) Brigade Tetrarch Private Limited</div> <div>c) Brigade Estates &amp; Projects Private Limited</div> <div>d) Brigade Infrastructure &amp; Power Private Limited</div> <div>e) BCV Developers Private Limited</div> <div>f) Tetrarch Developers Limited</div> <div>g) Brigade Hotel Ventures Limited</div> <div>h) BCV Real Estates Private Limited</div> <div>i) Ananthay Properties Private Limited</div>	<div>a) Brigade Hospitality Services Limited</div> <div>b) Brigade Infrastructure &amp; Power Private Limited</div> <div>c) Mysore Holdings Private Limited</div> <div>d) WTC Trades &amp; Projects Private Limited</div> <div>e) SRP Prosperita Hotel Ventures Limited</div> <div>f) Brigade Flexible Office Spaces Private Limited</div> <div>g) Brigade (Gujarat) Projects Private Limited</div> <div>h) Brigade Hotel Ventures Limited</div> <div>i) Zoiros Projects Private Limited</div> <div>j) Venusta Ventures Private Limited</div>																																																						
Committee positions held in Board	<div>a) Brigade Enterprises Limited:</div> <table><tr><th>Name of the Committee</th><th>Designation held in the Committee</th></tr><tr><td>Risk Management Committee</td><td>Member</td></tr></table> <div>b) Brigade Hotel Ventures Limited</div> <table><tr><th>Name of the Committee</th><th>Designation held in the Committee</th></tr><tr><td>Risk Management Committee</td><td>Chairman</td></tr><tr><td>Nomination and Remuneration Committee</td><td>Member</td></tr><tr><td>Corporate Social Responsibility Committee</td><td>Member</td></tr><tr><td>Committee of Directors</td><td>Member</td></tr></table> <div>c) Brigade Tetrarch Private Limited</div> <table><tr><th>Name of the Committee</th><th>Designation held in the Committee</th></tr><tr><td>Audit Committee</td><td>Member</td></tr><tr><td>Nomination and Remuneration Committee</td><td>Chairman</td></tr></table> <div>d) Brigade Estates and Projects Private Limited</div> <table><tr><th>Name of the Committee</th><th>Designation held in the Committee</th></tr><tr><td>Audit Committee</td><td>Member</td></tr><tr><td>Nomination and Remuneration Committee</td><td>Member</td></tr></table>	Name of the Committee	Designation held in the Committee	Risk Management Committee	Member	Name of the Committee	Designation held in the Committee	Risk Management Committee	Chairman	Nomination and Remuneration Committee	Member	Corporate Social Responsibility Committee	Member	Committee of Directors	Member	Name of the Committee	Designation held in the Committee	Audit Committee	Member	Nomination and Remuneration Committee	Chairman	Name of the Committee	Designation held in the Committee	Audit Committee	Member	Nomination and Remuneration Committee	Member	<div>a) Brigade Enterprises Limited:</div> <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><tr><td>Committee of Directors</td><td>Member</td></tr><tr><td>Depositories Committee</td><td>Member</td></tr></table> <div>b) Brigade Hotel Ventures Limited:</div> <table><tr><th>Name of the Committee</th><th>Designation held in the Committee</th></tr><tr><td>Committee of Directors</td><td>Chairperson</td></tr><tr><td>Corporate Social Responsibility Committee</td><td>Chairperson</td></tr><tr><td>Risk Management Committee</td><td>Member</td></tr><tr><td>Stakeholder's Relationship Committee</td><td>Member</td></tr></table> <div>c) Brigade Infrastructure &amp; Power Private Limited:</div> <table><tr><th>Name of the Committee</th><th>Designation held in the Committee</th></tr><tr><td>Audit Committee</td><td>Member</td></tr><tr><td>Nomination and Remuneration Committee</td><td>Chairperson</td></tr></table> <div>d) Brigade Hospitality Services Limited:</div> <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>	Name of the Committee	Designation held in the Committee	Corporate Social Responsibility Committee	Member	Committee of Directors	Member	Depositories Committee	Member	Name of the Committee	Designation held in the Committee	Committee of Directors	Chairperson	Corporate Social Responsibility Committee	Chairperson	Risk Management Committee	Member	Stakeholder's Relationship Committee	Member	Name of the Committee	Designation held in the Committee	Audit Committee	Member	Nomination and Remuneration Committee	Chairperson	Name of the Committee	Designation held in the Committee	Corporate Social Responsibility Committee	Member
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No. of equity shares held in the Company including shareholding as a beneficial owner	<b>Direct Holding:</b> 19,40,659 equity shares of ₹ 10/- each which constitutes 0.79% of the paid-up equity share capital of the Company.	<b>Direct Holding:</b> 1,60,63,030 equity shares of ₹ 10/- each which constitutes 6.57% of the paid-up equity share capital of the Company												
No. of Board Meetings attended	Mr. Amar Shivram Mysore has attended all the 11 Board Meetings held during the financial year 2024-25.	Ms. Nirupa Shankar has attended all the 11 Board Meetings held during the financial year 2024-25.												
Terms and conditions of appointment/ re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.												



Name of the Director	Mr. Amar Shivram Mysore	Ms. Nirupa Shankar
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 including commission shall be in line with the remuneration approved by Nomination and Remuneration Committee.	Remuneration including commission shall be in line with the remuneration approved by Nomination and Remuneration Committee.
Remuneration last drawn	<p>For the financial year 2024-25. Mr. Amar Shivram Mysore is being paid total remuneration of ₹ 389 Lakhs comprising of:</p> <ul style="list-style-type: none"> <li>• Salary &amp; Perquisite: ₹ 131 Lakhs</li> <li>• Commission Payable: ₹ 258 Lakhs</li> </ul>	<p>For the financial year 2024-25. Ms. Nirupa Shankar is being paid total remuneration of ₹ 396 Lakhs comprising of:</p> <ul style="list-style-type: none"> <li>• Salary &amp; Perquisite: ₹ 138 Lakhs</li> <li>• Commission Payable: ₹ 258 Lakhs</li> </ul>

## INFORMATION AT A GLANCE - KEY DETAILS FOR THE MEETING

Particulars	Details
Day, Date and time of the AGM	Thursday, August 21, 2025 at 11.30 a.m.
Mode	Video Conference and other audio-visual means
Link for live webcast of the AGM and for participation through Video Conferencing	<a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>
Link for remote e-voting	<a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>
Cut-off date for e-voting	Wednesday, August 13, 2025
E-voting start date and time	Monday, August 18, 2025
E-voting end date and time	Wednesday, August 20, 2025
Record Date for payment of final dividend	Wednesday, August 13, 2025
Payment date of final dividend	On or before Friday, September 12, 2025
Name, address and contact details of National Securities Depository Limited (NSDL) and e-voting service provider	Contact Name: Mr. Falguni C National Securities Depository Limited (NSDL) Toll Free no. 022 - 4886 7000 Email: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a>