

Brigade Enterprises Limited

Corporate Identity Number (CIN): L85110KA1995PLC019126
Registered Office : 29th & 30th Floors, World Trade Center
Brigade Gateway Campus, 26/1, Dr. Rajkumar Road
Malleswaram - Rajajinagar, Bangalore - 560 055, India
T 91 80 4137 9200 F 91 80 2221 0784
E enquiry@brigadegroup.com www.brigadegroup.com



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Ref: BEL/NSEBSE/EGM/22092017

22nd September, 2017

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

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

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

Dear Sir,

Sub: Proceedings & Voting Results of the National Company Law Tribunal Convened Extraordinary General Meeting

The Bangalore Bench of the Honourable National Company Law Tribunal (NCLT) convened Extraordinary General Meeting of the Company was held as scheduled on Thursday, 21st September, 2017 at 4:30 p.m. at the Sheraton Grand Hotel Bangalore, Brigade Gateway Campus, 26/1, Dr.Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055.

Mr. K. Rajashekar, Practising Company Secretary was the scrutinizier for the E-voting, Postal Ballot and Insta poll and based on his report all the resolutions were duly passed with requisite majority.

In this regard, we are enclosing the following documents:

- ❖ Proceedings of the NCLT convened Extraordinary General Meeting pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ❖ Voting results (E-voting, Postal Ballot & Instapoll) of the Resolutions passed pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ❖ The report of the Scrutinizer on the voting results (E-voting, Postal Ballot & Instapoll) pursuant to provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.



Brigade is **Ranked #1** in the Real Estate Industry.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For **Brigade Enterprises Limited**



P. Om Prakash

Company Secretary & Compliance Officer

Encl.: a/a



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PROCEEDINGS OF THE NATIONAL COMPANY LAW TRIBUNAL CONVENED EXTRAORDINARY GENERAL MEETING – 21ST SEPTEMBER, 2017

Sl No.	Description	Details				
1	Date of EGM	21-09-2017				
2	Cut-off date	11-08-2017				
3	Total number of Shareholders on cut-off date	53270				
4	No of Shareholders present in the meeting either in person or through proxy	113				
	Shareholders	Present in person	Present through proxy	Total	Shares	% to capital
	Promoter and Promoter Group	12	0	12	53144909	39.17
	Public	100	1	101	22889135	16.87
	Total	112	1	113	76034044	56.03
5	No. of Shareholders attended the meeting through Video Conferencing: NA No Video Conferencing facility was made available.					

DETAILS OF THE RESOLUTION PASSED AS PER THE EGM NOTICE:

Resolution No	Description of the Resolution passed	Mode of Voting	Result of Voting
01	Approval of the Shareholders to the Scheme of arrangement for the transfer of three business undertakings of Brigade Enterprises Limited namely, the hotels business undertaking, integrated clubs and convention centres business undertaking and Augusta Club business undertaking on a going concern basis to Brigade Hotel Ventures Limited, Brigade Hospitality Services Limited and Augusta Club Private Limited respectively.	E-Voting, Postal Ballot & Instapoll	Resolution passed with Requisite Majority



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DETAILS OF RESOLUTION PASSED THROUGH E-VOTING & INSTAPOLL:

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution 1: Approval of the Shareholders to the Scheme of arrangement for the transfer of three business undertakings of Brigade Enterprises Limited namely, the hotels business undertaking, integrated clubs and convention centres business undertaking and Augusta Club business undertaking on a going concern basis to Brigade Hotel Ventures Limited, Brigade Hospitality Services Limited and Augusta Club Private Limited respectively. (Special Resolution)								
Whether promoter/ promoter group are interested in the agenda/resolution?: No								
Mode of Voting : E - Voting								
1	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
1	Public – Institutional Holders	37038153	16907256	45.6483	16907256	0	100.0000	0.0000
1	Public-Others	35043152	26492872	75.6008	26492842	30	99.9999	0.0001
1	Total	135690561	107009384	78.8628	107009354	30	99.9999	0.0001
Mode of Voting : Postal Ballot								
1	Promoter and Promoter group	63609256	0	0	0	0	0.0000	0.0000
1	Public – Institutional Holders	37038153	0	0	0	0	0.0000	0.0000
1	Public-Others	35043152	8199	0.0234	8199	0	100.0000	0.0000
1	Total	135690561	8199	0.0234	8199	0	100.0000	0.0000
Mode of Voting : Instapoll								
1	Promoter and Promoter group	63609256	0	0	0	0	0.0000	0.0000
1	Public – Institutional Holders	37038153	0	0	0	0	0.0000	0.0000
1	Public-Others	35043152	1384	0.0039	1384	0	100.0000	0.0000
1	Total	135690561	1384	0.0039	1384	0	100.0000	0.0000
Mode of Voting : E – Voting, Postal Ballot & Instapoll (Consolidated)								
1	Promoter and Promoter group	63609256	63609256	100.0000	63609256	0	100.0000	0.0000
1	Public – Institutional Holders	37038153	16907256	45.6482	16907256	0	100.0000	0.0000
1	Public-Others	35043152	26502455	75.6281	26502425	30	99.9999	0.0001
1	Total	135690561	107018967	78.8699	107018937	30	100.0000	0.0000



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K RAJSHEKAR

COMPANY SECRETARY

1ST FLOOR, 328/B, 14TH CROSS,
5TH MAIN, SADASHIVANAGAR,
BENGALURU – 560 080
PHONE : 23603320/21
4128 1966
Email: rajaarathi.cs@gmail.com

SCRUTINIZER'S REPORT

Authorised Capital: Rs. 1,50,00,00,000

Paid up Capital : Rs. 1,35,69,05,610

*[Pursuant to directions issued by the Bengaluru Bench of the National Company Law Tribunal ("NCLT" or "Tribunal")
vide order dated 7th August, 2017 (as amended) in Company Scheme Application No. CA(CAA)49/BB/2017]*

The Chairman Tribunal convened Meeting of the Shareholders ("Chairman")
Brigade Enterprises Limited
29& 30th Floor, World Trade Centre,
Brigade Gateway Campus
26/1-171/172, Dr. Rajkumar Road
Malleswaram-Rajajinagar
Bengaluru- 560055

**Reg: Consolidated Report of Scrutinizer on voting by the Shareholders on the Agenda set out in
the Notice Convening the Extra-Ordinary General Meeting**

Sir,

1. In pursuance of the directions issued by the Bengaluru Bench of the Hon'ble National Company Law Tribunal (NCLT) vide order dated 7th August, 2017 (as amended) in Company Scheme Application No. CA(CAA)49/BB/2017 ("NCLT Order}" to convene a Meeting of the Shareholders of the Company ("Tribunal convened Meeting" or "Meeting") on Thursday, 21st September, 2017 at 4.30 P.M at Sheraton Grand Bangalore Hotel, Brigade Gateway Campus, 26/1, Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bengaluru – 560055, I, K Rajshekar, Practicing Company Secretary, has been appointed as Scrutinizer for the purpose of voting through the following means;
 - (i) Remote e-voting process pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014;
 - (ii) Postal Ballot process pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - (iii) Poll through Instapoll e-voting facility pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;



COMPANY SECRETARY

2. The compliance with the NCLT order with regard to the Meeting of the Secured Creditors is the responsibility of the Management of Company. My responsibility as a Scrutinizer was to ensure that the voting process in a fair and transparent manner and ascertaining the outcome of the voting on the resolution detailed in the Notice convening the Meeting and the Postal Ballot Form dated 8th August, 2017.
3. The Company completed on **19th August, 2017** the dispatch of 53,270(Fifty Three Thousand Two Hundred and Seventy) numbers of the Postal Ballot Forms together with the Notice convening the Extra-Ordinary General Meeting alongwith Business Reply Envelope. 20,821 notices and annexures were dispatched through courier/post and 32,449 notices and annexures were electronically dispatched to its Members whose name(s) appeared on the Register of Members/ List of Beneficiaries as on **11th August, 2017** and who were entitled to vote on the resolutions stated above.
- 3.1 The e-voting opened at 09.00 A.M on Tuesday, **22nd August, 2017** and remained open upto 05.00 P.M, Wednesday **20th September, 2017**. Cut-off date for remote e-voting was fixed as **11th August, 2017**.
4. The following Resolutions were placed on the e-voting platform <https://evoting.karvy.com> of Karvy Computershare Private Limited for voting through the Remote e-voting process and before the Shareholders for voting at the Meeting through the Instapoll facility;

Resolution ID	Resolution	Type of Resolution
R-01	Approval of the shareholders to the Scheme of arrangement for the transfer of three business undertakings of Brigade Enterprises Limited namely, the hotels business undertaking, integrated clubs and convention centres business undertaking and Augusta Club business undertaking on a going concern basis to Brigade Hotel Ventures Limited, Brigade Hospitality Services Limited and Augusta Club Private Limited respectively	Special

5. The e-voting platform is password driven and can be accessed only if the shareholder has both the client-id and the password provided by Karvy Computershare Private Limited. On successful voting, an acknowledgement is generated for reference of the shareholders.
6. Instapoll facility was provided at the venue of the Extra-Ordinary General Meeting to the members attending the meeting and who had not voted through Remote e-voting.
7. I submit my Consolidated Report as under:
 - 7.1 All ballots received upto the close of working hours on **20th September, 2017** being the last date and time fixed by the Company for receipt of the Forms were considered for my scrutiny.
 - 7.2 19 Envelopes containing Postal Ballots Forms, returned as undelivered were not opened and are kept separately.
 - 7.3 Of the Postal Ballot Forms received there were no defaced/mutilated Ballot Forms.
 - 7.4 The votes were unblocked in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 first on 20th September, 2017 at 5.07 P.M and subsequently after the



COMPANY SECRETARY

ascertaining the Instapoll votes cast at the Extra Ordinary General Meeting, in the presence of Mrs. Aarthi G Krishna and Mr. Abhishek N who are not in any way connected with the Company and have signed below as witness to the unblocking of the votes.

7.5 Following documents were generated on the website of Karvy Computershare Private Limited (<https://evoting.karvy.com>);

7.5.1 Certificate/Results generation

7.5.2 Dashboard Report indicating Ballots received, Votes cast in favor/against/abstain for each resolution

7.5.3 Votes Cast Register containing list of shareholders casting the vote on each of the above resolutions

7.5.4 Top 50 shareholders who have cast vote in favor of the resolutions

7.5.5 Top 50 shareholders who have cast vote against the resolutions

7.6 Summary of Voting through Postal Ballot:

Particulars	No. of Ballots	No. of Shares
Postal Ballot Forms received	15	29820
Less: Postal Ballot Forms Rejected ¹	9	21621
Valid Postal Ballot Forms	6	8199

7.7 Based on the documents referred to above, the results of voting are reported as under. A comprehensive list of the shareholders exercising their vote is provided as an Annexure to this Report;

Summary of Postal Ballot, Remote E-voting and Instapoll at the Meeting:

Remote E-Voting		Postal Ballot Forms		Instapoll at AGM		Total Voting	
No. of Ballots	No. of Shares	No. of Ballots	No. of Votes	No. of Ballots	No. of Shares	No. of Ballots	No. of Shares
191	107436748	15	29820	35	1384	241	107467952

** Representing 79.20% of the paid-up share capital of the Company

Consolidated Report on the results of Voting:

Votes cast in favor of the Resolution (A)		Votes cast against the Resolution (B)		Abstain/ Invalid Votes	Less Voted	Total No. of Shares/ Votes Cast (A)+(B)
No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Votes		No. of Votes
228	107018937	2	30	21697	427288	107018967

¹ Postal Ballots have been rejected where there is signature mismatch or where the Ballot forms has not been signed or where the appropriate column is not ticked as per instruction etc.
Brigade Enterprises Limited/Scrutinizer Report-EGM -2017

K RAJSHEKAR

COMPANY SECRETARY

8. Details of the voting along with particulars of name, address, folio number/ client id, number and nominal value of shares held has been recorded in a Register maintained for the purpose.
9. All the relevant documents stated above pertaining to the e-voting process will remain in our safe custody until the Chairman considers, approves and signs the minutes of the Extra-Ordinary General Meeting and the same shall be handed over to the Company Secretary for safe keeping.

Thanking You

Yours Truly



K RAJSHEKAR
COMPANY SECRETARY
CP No. 2468



Place : Bengaluru

Date: 21st September, 2017

We the undersigned witness that the votes were unblocked as stated herein above on the website <https://evoting.karvy.com>, in our presence;



Aarthi G Krishna
Company Secretary
328/B, 14th Cross, 5th Main, Sadashivanagar
Bengaluru – 560 080



Abhishek N
328/B, 14th Cross, 5th Main,
Sadashivanagar
Bengaluru – 560 080

Place : Bengaluru

Date: 21st September, 2017