

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/21022024

21st February, 2024

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,

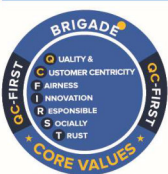
Sub.: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice and Calendar of Events

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.	Approval to raise capital by way of public or private offerings including through a qualified institutions placement to eligible investors through an issuance of equity shares or other eligible securities for an amount aggregating up to ₹ 1500 crores	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 and 9/2023 dated 25th September, 2023 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, 16th February, 2024.

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, 22nd February 2024 at 9:00 a.m. and will end on Friday, 22nd March, 2024 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, 16th February, 2024. 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 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.	Cutoff date for determining list of Members eligible for remote e-voting	Friday, 16 th February, 2024
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, 21 st February, 2024
3.	Date and time of commencement of e-voting	Thursday, 22 nd February, 2024 at 9.00 a.m.
4.	Date and time of closure of e-voting	Friday, 22 nd March, 2024 at 5.00 p.m.
5.	Declaration of results of Postal Ballot	On or before Tuesday, 26 th March, 2024

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

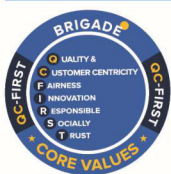
Thanking you
Yours faithfully,

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 of 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 and 9/2023 dated 25th September, 2023 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. K Rajshekar, Practicing Company Secretary (CP No.: 2468), as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and they have communicated their 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 26th March, 2024. 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, 16 th February, 2024
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, 21 st February, 2024
3.	Date and time of commencement of e-voting	Thursday, 22 nd February, 2024 at 9.00 a.m.
4.	Date and time of closure of e-voting	Friday, 22 nd March, 2024 at 5.00 p.m.
5.	Declaration of results of Postal Ballot	On or before Tuesday, 26 th March, 2024

Resolution for Postal Ballot

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

Approval to raise capital by way of public or private offerings including through a qualified institutions placement to eligible investors through an issuance of equity shares or other eligible securities for an amount aggregating up to ₹ 1500 crores:

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (**‘Companies Act’**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (**‘ICDR Regulations’**) and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), as amended, to the extent applicable, the listing agreement(s) entered into by the Company with the stock exchanges on which the equity shares having face value of ₹ 10 each of the Company (**‘Equity Shares’**) are listed, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof (**‘FEMA’**), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (**‘GOI’**), and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the GOI, Ministry of Corporate Affairs (**‘MCA’**), the Reserve Bank of India (**‘RBI’**), BSE Limited and National Stock Exchange of India Limited (**‘Stock Exchanges’**), the Securities and Exchange Board of India (**‘SEBI’**), the Registrar of Companies (**‘RoC’**) and/ or any other regulatory/ statutory authorities, in India or abroad from time to time, to the extent applicable and subject to such approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **‘Board’** which term shall be deemed to include any committee of the Board of Directors of the Company duly constituted by the Board to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, such number of Equity Shares, and / or other securities including securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible

debentures with or without warrants and/ or convertible preference shares or any security convertible into Equity Shares (hereinafter referred to as '**Securities**'), or any combination thereof, in one or more tranches, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the book running lead manager(s) ("**BRLM(s)**") and/or other advisor(s) or otherwise, for an aggregate amount up to ₹ 1500 Crores (Rupees One Thousand and Five Hundred Crores Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of public issue, preferential allotment, private placement, including one or more qualified institutions placement(s) ("**QIP**") in accordance with the provisions of Chapter VI of the ICDR Regulations, or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law, to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers ("**QIBs**") (as defined in the ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents pension funds and/or any other categories of investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/ preliminary placement document/ placement document and/or other letter or circular as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the '**Issue**') at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the BRLM(s) and/ or underwriter(s) and/ or other advisor(s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders.

RESOLVED FURTHER THAT pursuant to the above-mentioned issuance:

- (a) the Securities proposed to be issued, offered and allotted shall be fully paid up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and other applicable laws;
- (b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of allotment thereof be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (c) the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring;

RESOLVED FURTHER THAT pursuant to the above mentioned in relation to the issue and allotment of Securities by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning of the SEBI ICDR Regulations):

- (a) the allotment of Eligible Securities shall only be to successful eligible QIBs as defined in the SEBI ICDR Regulations;
- (b) the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within a period of 365 days from the date of passing of the special resolution by the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations, Companies Act, and/ or applicable and relevant laws/ guidelines, from time to time;
- (c) the Equity Shares issued and allotted or allotted upon conversion of such Eligible Securities shall rank pari passu in all respects including entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company as may be provided under the terms of the QIP and in accordance with the placement document(s) and the memorandum and articles of association of the Company;
- (d) the Eligible Securities to be offered and allotted shall be in dematerialised form and shall be allotted on fully-paid up basis;
- (e) the Eligible Securities allotted shall not be eligible to be sold by the allottee for a period of 1 year from the date of allotment, except on a recognised stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;
- (f) no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;
- (g) the Eligible Securities to be issued shall be listed with the stock exchanges, where the existing securities of the Company are listed;
- (h) the tenure of the convertible Securities issued through QIP shall not exceed 60 months or such other period permitted under law, from the date of allotment;
- (i) minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, in accordance with the SEBI ICDR Regulations;
- (j) the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or any Committee duly authorised by the Board decides to open the QIP of Equity Shares and other applicable laws, rules, regulations and guidelines in relation to the proposed issue and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;

- (k) in the event that convertible securities and/ or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible instruments to QIBs under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/ or warrants simultaneously with non-convertible instruments or the date on which the holders of such convertible securities become entitled to apply for Equity Shares;
- (l) any issue of Eligible Securities shall be at such price which is not less than the price determined in accordance with the applicable provisions of Regulation 176 provided under Chapter VI of the SEBI ICDR Regulations and applicable law (the "QIP Floor Price"). The Board or a committee thereof may in its discretion, in accordance with applicable law and in consultation with the lead managers appointed for the QIP, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the QIP Floor Price;
- (m) no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations;
- (n) the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolution(s); and
- (o) the Credit Rating Agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till 100% of the proceeds have been utilized.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/ Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities, terms pertaining to voting rights, share premium

and the Board, subject to applicable laws, regulations and guidelines, be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the above issuance of Securities, the Board or any committee authorised by Board be and is hereby authorised to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter, information memorandum, the offer document, preliminary placement document or placement document, or other requisite offer document in terms of applicable law for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, monitoring agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/ indemnity, certificates, consents, communications, affidavits, applications, as applicable (including those to be filed with the regulatory authorities, if any) (the “**Transaction Documents**”) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the “**Ancillary Documents**”) as may be necessary or required for the aforesaid purpose including to sign and/ or dispatch all forms, filings, documents and notices to be signed, submitted and/ or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorised to appoint /engage BRLM(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, and all such monitoring agency and any other intermediaries, agencies and professionals as may be required to be appointed, involved or concerned in such Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities issued on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the book running lead managers, underwriters, advisors and/or other persons as appointed by the Company, be and is hereby authorized to determine the form and terms of the Issue, including the class of investors to whom the Eligible Securities are to be allotted, number of Eligible Securities to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue, number of Eligible Securities, the price, premium or discount on issue, fixing of record date or book closure and related or incidental matters, listing on one or more stock exchanges in India and/or abroad, as the Board in its absolute discretion deems fit.

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

Place : Bangalore

Date : 6th February, 2024

**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, 16th February, 2024 (“**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, 22nd March, 2024, 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,

26th March, 2024 and shall be communicated to BSE Limited and 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, 22nd February, 2024

- **End of e-voting:**

5:00 p.m. (IST) on Friday, 22nd March, 2024

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”.</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. 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>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>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>	<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>
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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.: 1800 1020 990 and 1800 22 44 30
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) 7877, 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 rajaarthi.cs@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. 7877.”

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/default.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/default.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 to the "Help" and "FAQs" sections/ E-voting user manual available through a dropdown menu in the "Downloads" section of KFintech's website for e-voting: <https://evoting.kfintech.com> or contact KFintech as per the details given : Ms. Rajitha Cholleti, Deputy 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 Company is on a consistent growth trajectory which is reflected in the financial and operational performance. All the business segments of the Company and the Group be it Real Estate, Leasing and Hospitality have done exceedingly well in the last three years.

Real Estate segment has done a pre-sales volume of 4.83 million square feet with an overall value of ₹ 3,770 crores for the 9 months ended 31st December, 2023 which has grown by 21.90% in volume and 43.95% in value as compared to the corresponding period in the previous year. In the residential market, we are pleased to report robust growth, both in terms of pricing and sales volumes. New launches and under construction projects across all submarkets are witnessing good demand on ground with customer walk-ins and interest generated from digital leads, despite more efficient marketing spends. Customers are willing to spend for more comfortable floor plans, the extra bedrooms, and improved specifications which has also contributed to acceptance of the price increases taken across the portfolio.

In the Leasing segment we have 8.08 million square feet of space leased which has generated a leasing income of ₹ 690 crores for the nine months ended 31st December, 2023. This also includes area leased recently for which the lease rental will get added up to the leasing income in the next couple of quarters. The office sector's demand is expected to remain stable led by a clearer outlook on the global macro-economic situation, return to office mandates by companies and an increase in business to Indian IT services companies.

The Hospitality segment of the group has 1474 operational keys which has generated revenue of ₹ 338 crores for the 9 months ended 31st December, 2023. We are witnessing improvements across various performance metrics, surpassing both revenue and profits as compared to same period in the previous year.

There are launches of about 10.80 Million square feet planned in the residential segment with an estimated gross development value of around ₹ 10,000 crores in the next four quarters. Furthermore, about 5 Million square feet of Office and Retail projects are planned to be launched in the next 4 quarters, the annualised exit rentals of which is estimated to be in the range of ₹ 500 crores from these launches. Similarly, the Hospitality segment plans to commence construction of about 1,000 rooms across 4 projects in next 1 year.

The aforesaid launches will require apart from internal accruals funding by way of equity as well as debt. The Board of Directors have continuously evaluated funding requirements for the various projects of the Company through optimum mix of equity as well as debt funding mainly by way of project loans & lease rental discounting loans.

The Company foresees growth opportunities in its existing markets available to organized developers and continues to evaluate options to improve its market share and accelerate its business growth. Accordingly, our Company intends to undertake a capital raise by way of public or private offerings including one or more qualified institutions placement to eligible investors through an issuance of equity shares or other eligible securities.

Objects of the Issue

The Company shall utilise the proceeds from the QIP (after adjustment of expenses related to the QIP, if any) ("**Net Proceeds**") at various stages, towards one or more, or a combination of acquisition of land either by the Company and / or any of its subsidiaries by way of outright purchase or through the joint development model or such other arrangement as approved by the Company or the subsidiary; repayment or pre-payment of any of indebtedness of the Company and / or its subsidiaries; investments in our subsidiaries; or meeting working capital requirements of our Company and / or its subsidiaries incurred in the ordinary course of business and general corporate purposes (which shall not exceed 25% of the Net Proceeds)

The amounts proposed to be utilised against each of the objects is currently not ascertainable. There may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE notice No. NSE/CML/2022/56 and BSE notice No. 20221213-47 each dated 13th December, 2022 in the amounts which will be specified against each object.

The Net Proceeds are expected to be deployed by or before 31/03/2027. The details for deployment of funds will be specifically mentioned in the preliminary placement document/ placement document in terms of applicable circulars of BSE and NSE, in this regard.

The aforementioned objects are dependent on a variety of factors such as timing of completion of the QIP, budgets, financial, market and sectoral conditions, business performance and strategy, competition, interest or exchange rate fluctuations and other external factors, which may not be within the control of the Company, market conditions, and other external factors etc., and may result in modifications to the proposed schedule for utilisation of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Pending utilisation of the proceeds from the QIP, the Company shall invest such proceeds as deposits in scheduled commercial banks, debt mutual funds or such securities as per applicable law with due approval of the Board.

Accordingly, as approved by the board of directors of the Company ("**Board**") at their meeting held on 6th February, 2024 and in order to fulfill the aforesaid objects of the Company, it is hereby proposed to have an enabling approval for raising funds by way of issuance of equity shares of face value ₹ 10 each ("**Equity Shares**"), and / or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with or without warrants and/ or convertible preference shares or any security convertible into Equity Shares (all of which are hereinafter collectively referred to as "**Securities**") or any combination thereof, in one or more tranches in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the BRLM(s) and/or other advisor(s) or otherwise, for an aggregate amount up to ₹ 1500 Crores (Rupees One Thousand and Five Hundred Crores Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of public issue, preferential allotment, private placement, including one or more qualified institutions placement ("**QIP**") in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure

Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (**ICDR Regulations**). The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with BRLM(s) and other agencies that may be appointed by the Company, subject to the ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

The Board (including any duly authorized committee thereof) may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company. The proposed issue of capital is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE and National Stock Exchange ("**Stock Exchanges**"), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects pari passu with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof ('FEMA'), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019. As and when the Board does take a decision on

matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Section 102(1) of the Companies Act, 2013, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the aforesaid resolution for the approval by the members as a special resolution.

Place : Bangalore
Date : 6th February, 2024

**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,
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Bangalore – 560 055
CIN: L85110KA1995PLC019126
Email: investors@brigadegroup.com
Website: <https://www.brigadegroup.com/>
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